

United States Bankruptcy Court
Western District of Texas
San Antonio Division

In re Wadhwa Dental, P.A.
Debtor

Case No. 16-52134-RBK

Small Business Case under Chapter 11

WADHWA DENTAL, P.A.'s DISCLOSURE STATEMENT
[FOR CHAPTER 11 PLAN DATED JUNE 23, 2017]

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I. INTRODUCTION

This is the disclosure statement (the “Disclosure Statement”) in the small business chapter 11 case of Wadhwa Dental, P.A. (the “Debtor”). This Disclosure Statement contains information about the Debtor and describes the Chapter 11 Plan of Reorganization (the “Plan”) filed by the Debtor on June 23, 2017. A full copy of the Plan is attached to this Disclosure Statement as Exhibit “A”. ***Your rights may be affected. You should read the Plan and this Disclosure Statement carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.***

The proposed distributions under the Plan are discussed at pages 6 – 10 of this Disclosure Statement. General unsecured creditors are classified in Class 4, and will receive a distribution of 100% of their allowed claims, to be paid and distributed as provided herein.

A. Purpose of This Document

This Disclosure Statement describes:

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

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

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

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

1. *Time and Place of the Hearing to [Finally Approve This Disclosure Statement and] Confirm the Plan*

The hearing at which the Court will determine whether to [finally approve this Disclosure Statement and] confirm the Plan will take place on _____, 2017, at _____ o'clock AM/PM, in the United States Bankruptcy Court, Courtroom No. 3, Fifth Floor, Old Post Office Building, 615 East Houston Street, San Antonio, Texas.

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

If you are entitled to vote to accept or reject the plan, vote on the enclosed ballot and return the ballot in the enclosed envelope to the Law Office of H. Anthony Hervol, 4414 Centerview Drive, Suite

200, San Antonio, Texas 78228. See section IV.A. below for a discussion of voting eligibility requirements.

Your ballot must be received by _____, 2017, or it will not be counted.

3. *Deadline For Objecting to the [Adequacy of Disclosure and] Confirmation of the Plan*

Objections to [this Disclosure Statement or to] the confirmation of the Plan must be filed with the Court and served upon the parties listed on the attached mailing list by _____, 2017.

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

If you want additional information about the Plan, you should contact the office of H. Anthony Hervol, 4414 Centerview Drive, Suite 200, San Antonio, Texas 78228, attorney for the proponent of the Plan. Mr. Hervol represents the Debtor in this case and cannot provide you with any legal advice.

C. **Disclaimer**

The Court has [conditionally] approved this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court has approved this Disclosure Statement does not constitute an endorsement of the Plan by the Court, or a recommendation that it be accepted. [The Court's approval of this Disclosure Statement is subject to final approval at the hearing on confirmation of the Plan. Objections to the adequacy of this Disclosure Statement may be filed until _____, 2017.]

II. **BACKGROUND**

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

The Debtor is a corporation. Debtor incorporated in February, 2011, for the purpose of operating a dental practice run by Harmandeep S Wadhwa, DDS, its sole owner. Dr. Wadhwa is a Doctor of Dental Surgery licensed by the Texas State Board of Dental Examiners since July, 2009. Due to the dispute described hereinbelow, Dr. Wadhwa was not able to formally conduct the full operations of a dental practice through the Debtor until after the Bankruptcy Court entered a Temporary Restraining Order against the Defendants in the litigation described in Section II(B) below. Since that time, Dr. Wadhwa has practiced dentistry through the Debtor out of an office located on Goliad Road in San Antonio, Texas.

B. **Insiders of the Debtor**

The names of Debtor's insiders as defined in §101(31) of the United States Bankruptcy Code (the "Code") and their relationship to the Debtor are: Harmandeep S. Wadhwa, DDS, the President and sole shareholder of the Debtor. The Debtor or its affiliates paid no compensation to Dr. Wadhwa during the two years prior to the commencement of the Debtor's bankruptcy case. The total compensation paid during the pendency of this chapter 11 case to the Debtor's insiders is: Harmandeep

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S. Wadhwa, DDS, Wages: \$49,500.00, and Shareholder distributions: \$0.00; Total compensation paid to any family members of Dr. Wadhwa during the Ch 11 case: Spouse: \$27,500.00 in wages.

C. Management of the Debtor Before and During the Bankruptcy

During the two years prior to the date on which the bankruptcy petition was filed, the officers, directors, managers or other persons in control of the Debtor (collectively the “Managers”) were: Harmandeep S. Wadhwa, DDS.

The Managers of the Debtor during the Debtor’s chapter 11 case have been: Harmandeep S. Wadhwa, DDS.

After the effective date of the order confirming the Plan, the director and officer of the Debtor (collectively the “Post Confirmation Manager”), will also be Harmandeep S. Wadhwa, DDS.

D. Events Leading to Chapter 11 Filing

Between 2009 and March of 2015, Dr. Wadhwa practiced dentistry working as an employee with different dental providers in San Antonio, Texas. By 2014, Dr. Wadhwa had developed a large patient base (more than 7,000 patients) and desired to set up one or more of his own dental clinics. Dr. Wadhwa had previously incorporated the Debtor on the advice of his CPA in February, 2011. During this time, Dr. Wadhwa spoke with another Dentist who he knew for approximately 8 years, and who told Dr. Wadhwa that he had a great deal of expertise with operating successful dental practices. He suggested that Dr. Wadhwa open two clinics with him and another dentist operating the clinics through some sort of partnership or joint venture arrangement. An initial letter agreement was drafted and signed by the parties, although several details of the agreement were not reduced to writing in the original agreement. Dr. Wadhwa took out loans from Bank of America, N.A. (“BOA”) as well as Choice Health Finance (“CHF”) to acquire much of the equipment needed to start the two dental practices, and to finance much of the finish out construction for the offices. The offices were operated under the assumed name “Dr. Dental”, which was an assumed name used by the other dentists for separate dental practices. Under the arrangement, Dr. Wadhwa’s partners were responsible for business matters such as patient scheduling, office staffing, billing, collections, and payment of accounts payable - including the BOA and CHF loans. Unfortunately, Dr. Wadhwa’s partners failed to pay the debts of the Debtor despite receiving more than adequate collections to do so out of the revenue generated from Dr. Wadhwa’s clinics, failed to keep proper books and records, and apparently co-mingled collections and expenses belonging to the Debtor with collections and expenses of other dental practices not associated with the Debtor or with Dr. Wadhwa. This Chapter 11 case was filed in order to protect the assets of the company, pursue litigation against the partners, and reorganize the Debtor’s debt to ensure that all of the Debtor’s creditors are paid in full.

E. Significant Events During the Bankruptcy Case

(1). Adversary Proceedings - Promptly after filing this Bankruptcy Case, Debtor’s counsel filed an adversary proceeding herein, which was eventually styled *Wadhwa Dental, PA and Harmandeep S. Wadhwa vs. Aalie Sagar, DDS, Prabhdeep Grewal, DDS, WG Helotes, PLLC, WG Goliad, PLLC, WG Dental, PA, and SZ Dental, PLLC, Adversary Proceeding No. 16-5075-RBK*, to pursue claims on behalf of this estate and Dr. Wadhwa for fraud, breach of fiduciary duty, quantum meruit/unjust enrichment, fraudulent transfer, turnover relief and a declaratory judgment action. After the entry of a temporary

restraining order and preliminary injunction, Dr. Wadhwa was given sole control of the Goliad Road office. However, due to delays in obtaining the required billing credentials with major dental insurance companies and medicaid, Dr. Wadhwa was not receiving his accounts receivable because billing could no longer continue under the “Dr. Dental” arrangement that clearly did not work out, and most insurers required a particular length of time to process new credential applications. Eventually, the Debtor began to receive its accounts receivable (post-petition) and has since begun to make monthly debt service payments, with the permission of the Court, to BOA and CHF. The Debtor and Dr. Wadhwa are presently pursuing the claims in the Adversary Proceeding for the benefit of the Debtor and the bankruptcy estate.

(2). Professionals approved by the Court - H. Anthony Hervol, was approved as counsel for the Debtor.

(3). Cash collateral orders: The Court approved, in favor of BOA, an Emergency Motion, pursuant to 11 U.S.C. § 363, for Authority to Use, Sell, or Lease Cash Collateral in the Ordinary Course and to Provide Adequate Protection.

(4). Other adequate protection orders: The Court approved in favor of CHF an Agreed Motion to provided adequate protection in the form of monthly post-petition debt service payments commencing in May, 2017.

(5). Steps taken to improve operations and profitability – Dr. Wadhwa took the steps needed to secure control of the Debtor’s accounts receivable by authorizing the filing of the Chapter 11 case, instituting the Adversary Proceeding, and seeking control of the funds generated from his labor and utilizing the equipment the creditors of the Debtor loaned the funds to acquire. Dr. Wadhwa also assumed all management functions and essentially started a successful dental practice that would allow the Debtor to pay its creditors.

F. Projected Recovery of Avoidable Transfers

In the Litigation referenced herein, the Debtor asserts various claims including an action to set aside a fraudulent transfer. It is not clear at the present time what sums may be realized from such action as discovery in the Litigation is still proceeding.

G. Claims Objections

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

H. Current and Historical Financial Conditions

The identity and fair market value of the estate’s assets are listed in Exhibit B. The sources of valuation of the Debtor’s assets are as follows: Current Assets: Accounts receivable and Other Current Assets are reconciled balances (however, accounts receivable are estimated); Fixed Assets: Furniture & Equipment are actual costs or owners estimate of resale value; and Fixed Assets: valuation of equipment based upon Dr. Wadhwa’s knowledge of the market for used dental practice equipment.

The Debtor's most recent financial statements [if any] issued before bankruptcy, each of which was filed with the Court, are set forth in Exhibit C.

The most recent post-petition operating report filed since the commencement of the Debtor's bankruptcy case are set forth in Exhibit D.

III. SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF CLAIMS AND EQUITY INTERESTS

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

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

B. Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply with that required by the Code. As such, the Plan Proponent has *not* placed the following claims in any class:

1. *Administrative Expenses*

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

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

<u>Type</u>	<u>Estimated Amount Owed</u>	<u>Proposed Treatment</u>
Expenses Arising in the Ordinary Course of Business After the Petition Date	0.00	Paid in full on the effective date of the Plan, or according to terms of obligation if later
The Value of Goods Received in the Ordinary Course of Business Within 20 Days Before the Petition Date	0.00	Paid in full on the effective date of the Plan, or according to terms of obligation if later
Professional Fees, as approved by the Court.	No Court-approved, unpaid professional fees	Paid in full on the effective date of the Plan, or according to separate written agreement, or according to court order if such fees have not been approved by the Court on the effective date

		of the Plan
Clerk's Office Fees	0.00	Paid in full on the effective date of the Plan
Other administrative expenses	0.00	Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	\$975.00	Paid in full on the effective date of the Plan
TOTAL	\$975.00	

2. *Priority Tax Claims*

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

The Debtor has no priority tax claim under § 507(a)(8).

C. **Classes of Claims and Equity Interests**

The following are the classes set forth in the Plan, and the proposed treatment that they will receive under the Plan:

1. *Classes of Secured Claims*

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under § 506 of the Code. While the value of the collateral securing the creditor's claim is less than the amount of the creditor's allowed claim, Debtor's Plan proposed to pay the full amount of the secured creditor's claims according to the payment schedule provided in the Plan.

The following chart lists all classes containing Debtor's secured prepetition claims and their proposed treatment under the Plan. Figures provided are based upon proofs of claim filed by each such creditor or recent sums provided by said creditor(s), but may not reflect the final amount of any such allowed claim:

<u>Class #</u>	<u>Description</u>	Insider? (Yes or No)	Impairment	Treatment
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<p>1</p>	<p><i>Secured claim of:</i> Name =Bexar County</p> <p>Collateral description = All business assets Allowed Secured Amount = =\$1,317.02 (if Goliad office only); plus \$3,054.55 (if Helotes office also is brought into the Bankruptcy Estate)</p> <p>Priority of lien = 1st</p> <p>Total claim = As provided above</p>	<p>No</p>	<p>Not Impaired</p>	<p>Claim will be paid in full on the effective date. Statutory interest will accrue from February 1, 2017 through the date of payment in full.</p>
<p>2</p>	<p><i>Secured claim of:</i> Name =Bank of America, N.A.</p> <p>Collateral description = All business assets Allowed Secured Amount = \$182,500.00 (however, Debtor proposes to pay creditor in full)</p> <p>Priority of lien = 1st (after Bexar County)</p> <p>Principal owed = \$585,953.86 Pre-pet. arrearage = \$7,838.77</p> <p>Total claim = \$594,658.20</p> <p>[Amounts shown are from Proof of Claim or as provided to Debtor by creditor]</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$4,355.28</p> <p>Pmts Begin = within 15 days of the Effective date</p> <p>Pmts End = 180 months (loan proposed to be modified to equal fixed monthly payments)</p> <p>Interest rate % = 4.0%</p> <p>Treatment of Lien = Lender will retain its liens until paid in full.</p> <p>Additional payment required to cure defaults = All loan arrears accrued through the Effective Date shall be paid in equal monthly installments over 24 months from the Effective Date.</p>

3	<p><i>Secured claim of:</i> Name = US Bank, N.A. d/b/a U.S. Bank Equipment Finance</p> <p>Collateral description = Equipment purchased with loan proceeds</p> <p>Allowed Secured Amount = \$28,000.00 (however, Debtor proposes to pay creditor in full)</p> <p>Priority of lien = 1st</p> <p>Principal owed = *\$139,829.64 Pre-pet. arrearage = \$11,811.15</p> <p>Total claim = \$167,580.25</p> <p>[Unless indicated otherwise, amounts shown are from Proof of Claim or as provided to Debtor by creditor]</p> <p>*Estimated by Debtor. **Claim appears to include unmatured interest. Actual principal balance is less than \$140,000.00.</p>	No	Impaired	<p>Monthly Pmt = \$1,034.30</p> <p>Pmts Begin = within 15 days of the Effective date</p> <p>Pmts End = 180 months (loan proposed to be modified to equal fixed monthly payments)</p> <p>Interest rate % = 4.0%</p> <p>Treatment of Lien = Lender will retain its liens until paid in full.</p> <p>Additional payment required to cure defaults = All loan arrears accrued through the Effective Date shall be paid in equal monthly installments over 24 months from the Effective Date.</p>
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2. *Classes of Priority Unsecured Claims*

Certain priority claims that are referred to in §§ 507(a)(1), (4), (5), (6), and (7) of the Code are required to be placed in classes. The Code requires that each holder of such a claim receive cash on the effective date of the Plan equal to the allowed amount of such claim. However, a class of holders of such claims may vote to accept different treatment. In this case, the Debtor has no creditors holding claims described under §§ 507(a)(1), (4), (5), (6), and (a)(7) of the Code.

3. *Class of General Unsecured Claims*

General unsecured claims are not secured by property of the estate and are not entitled to priority under § 507(a) of the Code.

The following chart identifies the Plan’s proposed treatment of Class 4 which contains general unsecured claims against the Debtor:

Class #	Description	Impairment	Treatment
4	General Unsecured Class American Express Bank, FSB -\$695.07	Impaired	The Allowed Claim of American Express Bank, FSB shall be paid in full with 60 days of the Effective Date, with no interest.

4. *Class of Equity Interest Holders*

Equity interest holders are parties who hold an ownership interest (*i.e.*, equity interest) in the Debtor. In a corporation, entities holding preferred or common stock are equity interest holders. In a partnership, equity interest holders include both general and limited partners. In a limited liability company (“LLC”), the equity interest holders are the members. Finally, with respect to an individual who is a debtor, the Debtor is the equity interest holder.

The following chart sets forth the Plan’s proposed treatment of the class of equity interest holders:

Class #	Description	Impairment	Treatment
5	Equity interest holders	Unimpaired	Equity interest holder shall retain full ownership interest in the Debtor

D. **Means of Implementing the Plan**

1. *Source of Payments*

Payments and distributions under the Plan will be funded utilizing a combination of funds on hand as of the Effective Date and with funds generated from the future operations of the Debtor. Harmandeep S. Wadhwa, DDS shall continue serving as the sole officer of the reorganized Debtor. The Debtor will retain all property of the estate. Debtor has provided this Plan specifying a cure of the default of certain obligations or an extension of a maturity date or a change in an interest rate. Debtor will make the payments required under this Plan as provided herein.

2. *Post-confirmation Management*

The Post-Confirmation Managers of the Debtor, and their compensation, shall be as follows:

Name	Affiliations	Insider (yes or no)?	Position	Compensation
Harmandeep S. Wadhwa, DDS	Sole owner of the Debtor	Yes	President	Paid as a practicing dentistry professional

E. **Risk Factors**

The proposed Plan has the following risks: Dr. Wadhwa does not anticipate an inability to make the payments required by the Plan. There is enough cash on hand to fund obligations due on the Effective Date, fund the pending Litigation, and maintain strong business operations. Further, the Debtor's two large secured lenders hold personal guaranties against Dr. Wadhwa individually. The only risk to obtaining full repayment would be a failure to obtain plan confirmation.

F. **Executory Contracts and Unexpired Leases**

The Plan, in Exhibit 5.1, lists all executory contracts and unexpired leases that the Debtor will assume under the Plan. Assumption means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any. Exhibit 5.1 also lists how the Debtor will cure and compensate the other party to such contract or lease for any such defaults.

If you object to the assumption of your unexpired lease or executory contract, the proposed cure of any defaults, or the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

All executory contracts and unexpired leases that are not listed in Exhibit 5.1 will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases.

If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

The Deadline for Filing a Proof of Claim Based on a Claim Arising from the Rejection of a Lease or Contract Is Thirty (30) days after the date of the Order Confirming the Debtor's Chapter 11 Plan. Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

G. Tax Consequences of Plan

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

The following discussion summarizes certain U.S. federal income tax consequences of the implementation of the Plan to the Debtor and certain holders of claims and interests, and should not be relied upon for purposes of determining the specific tax consequences of the Plan with respect to any particular holder of a claim or interest.

This discussion does not purport to be a complete analysis or listing of all potential tax considerations. This discussion is based on the Internal Revenue Code of 1986, as amended (the “Tax Code”), Treasury Regulations promulgated thereunder (the “Regulations”), judicial decisions and published administrative rules and pronouncements of the Internal Revenue Service (“IRS”) as in effect on the date hereof. Legislative, judicial or administrative changes or new interpretations enacted or promulgated after the date hereof could alter or modify the analyses set forth below with respect to the United States federal income tax consequences of the Plan. Any such changes or new interpretations may have retroactive effect and could significantly affect the federal income tax consequences of the Plan.

The U.S. federal income tax consequences of the Plan are complex and are subject to significant uncertainties. Debtor has not requested and will not request a ruling from the IRS or an opinion of counsel with respect to any of the tax aspects of the Plan. Thus, no assurance can be given as to the interpretation that the IRS will adopt. In addition, this summary does not address foreign, state or local tax consequences of the Plan, nor does it purport to address the U.S. federal income tax consequences of the Plan to (i) special classes of taxpayers (such as Persons who are related to the Debtor within the meaning of the Tax Code, foreign taxpayers, broker-dealers, banks, mutual funds, insurance companies, financial institutions, small business investment companies, regulated investment companies, tax exempt organizations, investors in pass-through entities and Holders of Claims who are themselves in bankruptcy) or (ii) Holders not entitled to vote on the Plan, including Holders whose Claims or Interests are entitled to reinstatement or payment in full in cash under the Plan or Holders whose Claims or Interests are to be extinguished without any distribution.

This discussion assumes that the various debt and other arrangements to which Debtor is a party will be respected for federal income tax purposes in accordance with their form. Furthermore, this discussion assumes that Holders of Claims or Interests hold only Claims or Interests in a single Class. Holders of multiple Classes of Claims or Interests should consult their own tax advisors as to the effect such ownership may have on the federal income tax consequences described below.

ACCORDINGLY, THE FOLLOWING SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING AND ADVICE BASED UPON THE INDIVIDUAL CIRCUMSTANCES PERTAINING TO A HOLDER OF A CLAIM. ALL HOLDERS OF CLAIMS OR INTERESTS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS FOR THE FEDERAL, STATE, LOCAL AND OTHER TAX CONSEQUENCES APPLICABLE TO THEM UNDER THE PLAN.

INTERNAL REVENUE SERVICE CIRCULAR 230 DISCLOSURE: TO ENSURE COMPLIANCE WITH REQUIREMENTS IMPOSED BY THE UNITED STATES INTERNAL REVENUE SERVICE, ANY TAX ADVICE CONTAINED IN THIS DISCLOSURE STATEMENT (INCLUDING ANY ATTACHMENTS) (1) IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING TAX-RELATED PENALTIES UNDER THE TAX CODE, AND (2) IS WRITTEN TO SUPPORT THE PROMOTION, MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS ADDRESSED BY THE DISCLOSURE STATEMENT. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Tax Status of the Debtor

For federal income tax purposes, Debtor has previously elected treatment as a pass-through entity and, as a result of the implementation of the Plan, Debtor is unlikely to have potential attribute reduction to itself.

Generally Applicable U.S. Federal Income Tax Consequences of the Exchanges Pursuant to the Plan to Holders of Allowed Claims

Pursuant to the Plan, certain Holders of Allowed Claims will receive cash, in exchange for and in full satisfaction and discharge of such Claims.

A. Tax Consequences of the Exchanges.

For U.S. federal income tax purposes, the Holders of Allowed Claims will be treated as exchanging their Claims for cash in a fully taxable exchange. Each Holder will recognize gain or loss equal to the difference between (i) the sum of the amount of cash and (ii) the Holder's adjusted tax basis in the Claims surrendered. The amount, and the character of any gain or loss as long-term or short-term capital gain or loss or as ordinary income or loss, will be determined by a number of factors, including, the tax status of the Holder, whether the Claim constitutes a capital asset in the hands of the Holder and how long it has been held, whether the Claim was acquired at a market discount, and whether and to what extent the Holder had previously claimed a bad debt deduction in respect of the Claim.

B. Accrued but Unpaid Interest.

To the extent that a portion of the Applicable Consideration received by a Holder in the exchange is allocable to accrued but unpaid interest not previously included by the recipient Holder in taxable income, such amount should be taxable to the Holder as interest income. Conversely, a Holder of a Claim may be able to recognize a deductible loss (or, possibly, a writeoff against a reserve for worthless debts) to the extent that any accrued interest on the Claim or Interest was previously included in the Holder's gross income but was not paid (or treated as paid) in full by the Debtor.

C. Market Discount.

A Holder that purchased its Allowed Claim from a prior holder at a market discount may be subject to the market discount rules of the Tax Code. Under the "market discount" provisions of

sections 1276 through 1278 of the Tax Code, some or all of any gain realized by a Holder of an Allowed Claim may be treated as ordinary income (instead of capital gain), to the extent of the amount of “market discount” on the Allowed Claim. In general, a debt instrument is considered to have been acquired with “market discount” if its Holder’s adjusted tax basis in the debt instrument is less than (i) the sum of all remaining payments to be made on the debt instrument (excluding “qualified stated interest”) or (ii) in the case of a debt instrument issued with original issue discount, its adjusted issue price, in each case, by at least a de minimis amount (equal to 0.25% of the sum of all remaining payments to be made on the Allowed Claim, excluding qualified stated interest, multiplied by the number of remaining whole years to maturity).

D. Bad Debt and/or Worthless Security Deduction.

A Holder who, under the Plan, receives in respect of a Claim an amount less than the Holder’s tax basis in the Claim may be entitled to a bad debt deduction in some amount under section 166(a) of the Tax Code or a worthless security deduction under section 165 of the Tax Code. The rules governing character, timing and amount of bad debt or worthless security deductions place considerable emphasis on the facts and circumstances of the Holder, the obligor and the instrument with respect to which a deduction is claimed. Holders of a Claim therefore are urged to consult their tax advisors with respect to their ability to take such a deduction.

THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN ARE COMPLEX. THE FOREGOING SUMMARY DOES NOT DISCUSS ALL ASPECTS OF U.S. FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO A PARTICULAR HOLDER IN LIGHT OF SUCH HOLDER’S CIRCUMSTANCES AND INCOME TAX SITUATION AND CONTAINS NO DISCUSSION AS TO STATE, LOCAL OR FOREIGN TAX ASPECTS. ALL HOLDERS OF CLAIMS OR INTERESTS SHOULD CONSULT WITH THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE TRANSACTIONS CONTEMPLATED BY THE PLAN, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL OR FOREIGN TAX LAWS AND OF ANY CHANGE IN APPLICABLE TAX LAWS.

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

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

A. Who May Vote or Object

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

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

In this case, the Plan Proponent believes that classes 1-4 are impaired and that holders of claims in each of these classes are therefore entitled to vote to accept or reject the Plan. The Plan Proponent believes that classe 5 is unimpaired and that holders of claims in each of these [this] class(es), therefore, do not have the right to vote to accept or reject the Plan.

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

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

The deadline for filing a proof of claim in this case was January 17, 2017.

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

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

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

The holders of the following five types of claims and equity interests are *not* entitled to vote:

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

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

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

As a general rule, a creditor whose claim has been allowed in part as a secured claim and in part as an unsecured claim, or who otherwise hold claims in multiple classes, is entitled to accept or reject a Plan in each capacity, and should cast one ballot for each claim. However, in the Plan filed by the Debtor herein, Debtor has proposed to pay secured creditors the full amount of the debt due and owing (with the modifications described in the Plan), without bifurcating their claims into secured and unsecured components.

B. Votes Necessary to Confirm the Plan

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

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

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

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

2. *Treatment of Nonaccepting Classes*

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

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

C. Liquidation Analysis

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest

holders would receive in a chapter 7 liquidation. A liquidation analysis is attached to this Disclosure Statement as Exhibit E.

D. **Feasibility**

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor to the Debtor, unless such liquidation or reorganization is proposed in the Plan.

1. *Ability to Initially Fund Plan*

The Plan Proponent believes that the Debtor will have enough cash on hand on the effective date of the Plan to pay all the claims and expenses that are entitled to be paid on that date. Tables showing the amount of cash on hand on the effective date of the Plan, and the sources of that cash are attached to this disclosure statement as Exhibit F.

2. *Ability to Make Future Plan Payments And Operate Without Further Reorganization*

The Plan Proponent must also show that it will have enough cash over the life of the Plan to make the required Plan payments.

The Plan Proponent has provided projected financial information. Those projections are listed in Exhibit G.

The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes, of \$56,600.00. The final Plan payment is expected to be paid 24 months from the Effective Date (for pre-confirmation loan arrears) and 180 months from the Effective Date for long-term debt obligations.

You Should Consult with Your Accountant or other Financial Advisor If You Have Any Questions Pertaining to These Projections.

V. **EFFECT OF CONFIRMATION OF PLAN**

A. **DISCHARGE OF DEBTOR**

Discharge. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor shall not be discharged of any debt (i) imposed by the Plan, (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure, or (iii) of a kind specified in § 1141(d)(6)(B). After the effective date of the Plan your claims against the Debtor will be limited to the debts described in clauses (i) through (iii) of the preceding sentence.

B. Modification of Plan

The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or re-voting on the Plan. The Plan Proponent may also seek to modify the Plan at any time after confirmation only if (1) the Plan has not been substantially consummated *and* (2) the Court authorizes the proposed modifications after notice and a hearing.”

C. Final Decree

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

VI. OTHER PLAN PROVISIONS

Modification of the Plan. The Debtor may propose amendments or modifications to this Plan at any time prior to the date of the entry of the Order Confirming Plan, with leave of the Court, and upon proper notice to parties in interest. After the date of the Order Confirming Plan, Debtor may, with approval of the Court so long as it does not materially or adversely affect the interests of creditors, remedy any defects or omissions or reconcile any inconsistencies in the Plan or in the Order Confirming Plan in such manner as may be necessary to carry out the purpose and effect of this Plan.

Vesting of Estate Property and Effect of Default. On the Effective Date, title to all assets and properties dealt with by the Plan shall vest in Reorganized Debtor, free and clear of all Claims and Interests other than any contractual secured claims granted under any lending agreement, on the condition that Reorganized Debtor complies with the terms of the Plan, including the making of all payments to creditors provided for in such Plan. If Reorganized Debtor defaults in performing under the provisions of this Plan and this case is converted to a case under chapter 7, all property vested in Reorganized Debtor and all subsequently acquired property owned as of or after the conversion date shall re-vest and constitute property of the bankruptcy estate in the converted case.

Retention and pursuit of claims. Any and all Litigation Claims owned by, accruing to or assertable by the Debtor shall remain assets of the Debtor’s bankruptcy estate pursuant to Section 1123(b)(3)(B) of the Bankruptcy Code. Pursuant to Section 1123(b)(3)(B) of the Bankruptcy Code, only the Debtor shall have the right to pursue or not to pursue, or, subject to the terms of this Plan, compromise or settle any Litigation Claims owned or held by the Debtor or its Estate as of the Effective Date. From and after the Effective Date, the Debtor may commence, litigate, and settle any Litigation Claims or rights to payment or claims that belong to the Debtor that may be pending on the Effective Date or instituted by the Debtor after the Effective Date. Other than as set forth herein, no other Person may pursue such Litigation Claims after the Effective Date. The Debtor may pursue Litigation Claims without the need for filing any motion seeking authority to do the same. Furthermore, any attorney-client privilege, work-product privilege, or other privilege or immunity attaching to any documents or communications (whether written or oral) shall also continue to exist for the benefit of the Debtor and shall vest in the Debtor and its representatives, and shall also be preserved for and as to the Debtor. The Bankruptcy Court shall retain jurisdiction to adjudicate any and

all Litigation Claims and approve any such settlement, whether commenced prior to or after confirmation of the Plan and the Effective Date.

Respectfully submitted,

Wadhwa Dental, P.A.

By: /s/ Harmandeep S. Wadhwa, DDS
Harmandeep S. Wadhwa, DDS
Representative of the Plan Proponent

Law Office of H. Anthony Hervol

By: /s/ H. Anthony Hervol
H. Anthony Hervol
Attorney for the Plan Proponent

EXHIBITS

Exhibit A – Copy of Proposed Plan of Reorganization

B25A (Official Form 25A) (12/08)

United States Bankruptcy Court
Western District of Texas
San Antonio Division

In re Wadhwa Dental, P.A.
Debtor

Case No. 16-52134-RBK

Small Business Case under Chapter 11

WADHWA DENTAL, P.A.'s PLAN OF REORGANIZATION
[DATED JUNE 23, 2017]

ARTICLE I
SUMMARY

This Plan of Reorganization (the "Plan") under chapter 11 of the Bankruptcy Code (the "Code") proposes to pay creditors of Wadhwa Dental, P.A. (the "Debtor") from cash flow generated from business operations and future income of the Debtor. This Plan provides for three (3) classes of secured claims; one (1) class of unsecured claims; and one (1) class of equity security holders. Unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued at 100 cents on the dollar. This Plan also provides for the payment of administrative and priority claims either on the effective date of this Plan with respect to any such claim or pursuant to agreement with the holder(s) of any such claim(s).

All creditors and equity security holders should refer to Articles III through VI of this Plan for information regarding the precise treatment of their claims. A disclosure statement that provides more detailed information regarding this Plan and the rights of creditors and equity security holders has been circulated with this Plan. **Your rights may be affected. You should read these documents carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)**

ARTICLE II
CLASSIFICATION OF CLAIMS AND INTERESTS

- 2.01 Class 1. The claim of Bexar County, to the extent allowed as a secured claim under § 506 of the Code.
- 2.02 Class 2. The claim of Bank of America, N.A. ("Bank of America"), to the extent allowed as a secured claim under §506 of the Code. Notwithstanding §506, Debtor proposes in this Plan to pay the claim of Bank of America in full pursuant to the modified terms set forth herein.

- 2.03 Class 3. The claim of U.S. Bank, N.A. d/b/a U.S. Bank Equipment Finance (“US Bank”), to the extent allowed as a secured claim under § 506 of the Code. Notwithstanding §506, Debtor proposes in this Plan to pay the claim of US Bank in full pursuant to the modified terms set forth herein.
- 2.04 Class 4. All unsecured claims allowed under § 502 of the Code.
- 2.05 Class 5. Equity interests of the Debtor.

ARTICLE III
TREATMENT OF ADMINISTRATIVE EXPENSE
CLAIM, U.S. TRUSTEES FEES, AND PRIORITY TAX CLAIMS

3.01 Unclassified Claims. Under section §1123(a)(1), administrative expense claims, and priority tax claims are not in specific classes.

3.02 Administrative Expense Claims. Each holder of an administrative expense claim allowed under § 503 of the Code will be paid in full on the effective date of this Plan (as defined in Article VII), in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.

3.03 Priority Tax Claims. Each holder of a priority tax claim will be paid in full in cash on the Effective Date of this Plan. At the present time, the Debtor has no priority tax claims and is current on all post-petition tax obligations. To the extent that any post-petition tax obligations accrue between the date of this Plan and the Effective Date, then such tax liabilities shall be paid in full in cash on the Effective Date.

3.04 United States Trustee Fees. All fees required to be paid by 28 U.S.C. §1930(a)(6) (U.S. Trustee Fees) will accrue and be timely paid until the case is closed, dismissed, or converted to another chapter of the Code. Any U.S. Trustee Fees owed on or before the effective date of this Plan will be paid on the Effective Date.

ARTICLE IV
TREATMENT OF CLAIMS AND INTERESTS UNDER THE PLAN

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

Class	Impairment	Treatment
Class 1 – Secured Claim of Bexar County	Not impaired	The Allowed Claim of Bexar County shall be paid in full on the Effective Date. Statutory interest shall accrue from February 1, 2017 through the date of payment in full.
Class 2 – Secured Claim of Bank of America, N.A. (“Bank of America”)	Impaired	<p>The allowed claim of Bank of America shall be paid as follows:</p> <p>(1). <u>Pre-confirmation loan arrears</u>: all interest (computed at the non-default rate), late fees and other lawful charges accruing on the indebtedness due and owing to Bank of America prior to the date of the confirmation hearing shall be paid by the Debtor in 24 equal monthly installments, with the first monthly payment to be paid within 15 days of the Effective Date, with like payments to be paid on or before the 20th day of each month thereafter. No interest shall accrue or be paid upon such arrears; (2). <u>Payment of the principal balance of the Note</u>: The principal balance of the Note held by Bank of America shall be paid in equal monthly installments over 180 months, with interest accruing thereon at 4.0% per annum. The first monthly payment shall be paid within 15 days of the Effective Date, with like payments to be paid on or before the 20th day of each month thereafter.</p>

<p>Class 3 – Secured Claim of U.S. Bank, N.A. d/b/a U.S. Bank Equipment Finance (“US Bank”)</p>	<p>Impaired</p>	<p>The allowed claim of US Bank shall be paid as follows: (1). <u>Pre-confirmation loan arrears</u>: all interest (computed at the non-default rate), late fees and other lawful charges accruing on the indebtedness due and owing to US Bank prior to the date of the confirmation hearing shall be paid by the Debtor in 24 equal monthly installments, with the first monthly payment to be paid within 15 days of the Effective Date, with like payments to be paid on or before the 20th day of each month thereafter. No interest shall accrue or be paid upon such arrears; (2). <u>Payment of the principal balance of the Note</u>: The principal balance of the Note held by US Bank shall be paid in equal monthly installments over 180 months, with interest accruing thereon at 4.0% per annum. The first monthly payment shall be paid within 15 days of the Effective Date, with like payments to be paid on or before the 20th day of each month thereafter.</p>
<p>Class 4 - General Unsecured Creditors</p>	<p>Impaired</p>	<p>The Class 4 creditor shall be paid in cash the allowed amount of its claim within 60 days of the Effective Date, without interest, late fees or other charges associated with its claim.</p>
<p>Class 5 - Equity Security Holders of the Debtor</p>	<p>Not impaired</p>	<p>Equity Security Holder shall retain his shares.</p>

ARTICLE V
ALLOWANCE AND DISALLOWANCE OF CLAIMS

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

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

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

ARTICLE VI
PROVISIONS FOR EXECUTORY CONTRACTS AND UNEXPIRED LEASES

6.01 Assumed Executory Contracts and Unexpired Leases.

(a) The Debtor assumes the following executory contracts and/or unexpired leases effective upon the effective date of this Plan as provided in Article VII:

- (1). Toyota Lease Trust, c/o Toyota Motor Credit Corporation, P.O. Box 9013, Addison, Texas 75001: Auto lease for a 2015 LEXUS RX350. Lease runs through 12/19/2018.
- (2). Mimco, Inc, 6500 Montana Ave, El Paso, TX 79925: Shopping Center Lease Agreement for space located at 2828 Goliad Rd, San Antonio, Texas 78223. Lease runs through August 26, 2024.

(b) The Debtor will be conclusively deemed to have rejected all executory contracts and/or unexpired leases not expressly assumed under section 6.01(a) above, or before the date of the order confirming this Plan, upon effective date of this Plan. A proof of a claim arising from the rejection of an executory contract or unexpired lease under this section must be filed no later than thirty (30) days after the date of the order confirming this Plan.

ARTICLE VII
MEANS FOR IMPLEMENTATION OF THE PLAN

7.01 The Plan will be funded utilizing a combination of funds on hand as of the Effective Date and with funds generated from the future operations of the Debtor. Harmandeep S. Wadhwa, DDS shall continue serving as the sole officer of the reorganized Debtor. The Debtor will retain all property of the estate, with secured creditors retaining their liens until paid in full under the terms set forth herein. Debtor has provided this Plan specifying a cure of the defaults on obligations owing to secured creditors, an extension of maturity dates and a change in interest rates. Debtor will make the payments required under this Plan as provided herein.

7.02 Advance Payment of Claims. Provided Debtor stays current on all payments to creditors pursuant to the Plan, Debtor may make advance payments on claims in Debtor's business judgment and discretion.

ARTICLE VIII
GENERAL PROVISIONS

8.01 Definitions and Rules of Construction. The definitions and rules of construction set forth in §§ 101 and 102 of the Code shall apply when terms defined or construed in the Code are used in this Plan, and they are supplemented by the following definitions:

Adversary Proceeding - means the adversary proceeding commenced by the Debtor in this Chapter 11 Case which is entitled *Wadhwa Dental, PA and Harmandeep S. Wadhwa vs. Aalie Sagar, DDS, Prabhdeep Grewal, DDS, WG Helotes, PLLC, WG Goliad, PLLC, WG Dental, PA, and SZ Dental, PLLC*, Adversary Proceeding No. 16-5075-RBK, in the United States Bankruptcy Court for the Western District of Texas.

Allowed Claim or Allowed Interest shall mean a Claim or Interest (a) in respect of which a proof of claim or application has been filed with the Bankruptcy Court within the applicable period of limitation fixed by Bankruptcy Rule 3001 or (b) scheduled in the list of Creditors prepared and filed with the Bankruptcy Court pursuant to Bankruptcy Rule 1007(b) and not listed as Disputed Claims or contingent or liquidated as to amount, in either case as to which no objection to the allowance thereof has been interposed within any applicable period of limitation fixed by Bankruptcy rule 3001 or an order of the Bankruptcy Court, or this Plan, or as to which any such objection has been determined by an order or judgment which is no longer subject to appeal or certiorari proceeding and as to which no appeal or certiorari proceedings is pending or as otherwise allowed under this Plan. An Allowed Claim may refer to a Secured Claim, a General Unsecured Claim, an Administrative Claim or a Priority Claim as the context provides.

Avoidance Actions shall mean those causes of action provided for under Sections 547 to 551 of the Bankruptcy Code, causes of action under applicable nonbankruptcy law for fraudulent transfer or similar legal theories.

Bankruptcy Code shall mean the Bankruptcy Code, 11 U.S.C. §101 et seq., as it existed on the Filing Date.

Bankruptcy Court shall mean the United States Bankruptcy Court for the Western District of Texas, San Antonio Division, in which the Debtor's Chapter 11 case, pursuant to which the Plan is proposed, is pending, and any Court having competent jurisdiction to hear appeals or certiorari proceedings therefrom.

Bankruptcy Estate shall mean all of the assets owned by the Debtor and its estate.

Cash shall mean Cash and Cash equivalents including, without limitation, checks and wire transfers.

Claim shall have the meaning given in Section 101 of the Bankruptcy Code, to wit, any right to payment, or right to an equitable remedy for breach of performance if

such breach gives rise to a right to payment, against the Debtor in existence on or before the Filing Date, whether or not such right to payment or right to equitable remedy is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, legal, secured or unsecured whether or not asserted.

Class shall mean any class into which Allowed Claims or Allowed Interests are classified pursuant to Article IV.

Confirmation Date shall mean the date upon which the Confirmation Order is entered by the Clerk of the Bankruptcy Court.

Confirmation Hearing shall mean the hearing held by the Bankruptcy Court to consider confirmation of the Plan.

Confirmation Order shall mean the order entered by the Bankruptcy Court confirming this Plan in accordance with the provisions of Chapter 11 of the Bankruptcy Code.

Creditor shall mean any entity holding a Claim.

Debtor shall mean Wadhwa Dental. P.A.

Disbursing Agent shall mean the Debtor's principal, Harmandeep S. Wadhwa, DDS.

Disclosure Statement shall mean the written document filed by the Debtor in accordance with Section 1125(b) of the Bankruptcy Code containing information sufficient to enable a hypothetical reasonable investor typical of Holders of Claims or Interests of the relevant Class to make an informed judgment about this Plan.

Disallowed Claim shall mean any Claim or portion thereof which has been disallowed by a Final Order and includes any Claim which is not an Allowed Claim for any other reason.

Disputed Claim shall mean that portion (including, where appropriate, the whole) or any Claim (other than an Allowed Claim) that (a) is listed in Debtor's schedules of liabilities as disputed, contingent, or unliquidated; (b) is listed in the Debtor's schedules of liabilities and as to which a proof of Claim has been filed with the Bankruptcy Court, to the extent the proof of Claim exceeds the scheduled amount; (c) is not listed in the Debtor's schedules of liabilities, but as to which a proof of Claim has been filed with the Bankruptcy Court; or (d) as to which an objection has been filed and has not become an Allowed Claim.

Executory Contracts shall mean any Pre-petition Unexpired Lease(s) or executory contract(s) of the Debtor within the meaning of Section 365 of the Bankruptcy Code.

Filing Date shall mean September 22, 2016, the date Debtor filed its voluntary petition under Chapter 11 of the Bankruptcy Code.

Final Order shall mean an order or judgment of a Court which has become final in accordance with law, and which has not been stayed pending appeal.

Holder shall mean the owner or Holder of any Claim or Interest.

Interest shall mean an Interest (a) in respect to which a proof of interest has been filed with the Bankruptcy Court within the applicable period of limitation fixed by Bankruptcy Rule 3001 or (b) scheduled in the list of Equity Security Holders prepared and filed with the Bankruptcy Court pursuant to Bankruptcy Rule 1007(b).

Insider has the definition ascribed to it under the Bankruptcy Code.

Litigation Claims shall mean any and all claims and causes of action of any kind or nature asserted, or which may be asserted, by or on behalf of the Debtor or the Debtor's Estate arising under federal or state law which have not been released pursuant to this Plan or separate order of the Bankruptcy Court, including, but not limited to, the claims asserted in the Adversary Proceeding, the claims listed on Schedule B of the Debtor's Schedules filed in the Bankruptcy Case, and any and all claims arising under or pursuant to Sections 502(d), 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, whether or not litigation has been commenced with respect to such causes of action as of the Effective Date.

Lien shall mean a "lien" as defined in Section 101(37) of the Bankruptcy Code.

Person shall mean an individual, corporation, partnership, joint venture, trust, estate, unincorporated organization, or a government or any agency or political subdivision thereof.

Plan shall mean this Chapter 11 Plan, as altered, modified or amended in accordance with the terms hereof in accordance with the Bankruptcy Code, the Bankruptcy Rules and this Plan.

Professionals shall mean all professional employed in this case pursuant to Section 327 or 1103 of the Bankruptcy Code.

Pro-Rata shall mean the proportion that the Allowed amount of such Claim bears to the aggregate amount of Claims in each respective Class.

Secured Claim shall mean a claim secured by a lien, security interest or other charge against or interest in property in which the Debtor has an interest, or which is subject to setoff under Section 553 of the Bankruptcy Code, to the extent of the value (determined in accordance with Section 506(a) of the Bankruptcy Code) of the interest of

the Holder of such Claim in the Debtor's interest in such property or to the extent of the amount subject to such setoff, as the case may be.

8.02 Effective Date of Plan. The effective date of this Plan is the fifteenth business day following the date of the entry of the order of confirmation. But if a stay of the confirmation order is in effect on that date, the effective date will be the first business day after that date on which no stay of the confirmation order is in effect, provided that the confirmation order has not been vacated.

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

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

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

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

8.07 Corporate Governance. Pursuant to § 1123(a)(6) of the Code, Debtor shall provide for the inclusion in its charter of a provision prohibiting the issuance of nonvoting equity securities, and providing, as to the several classes of securities possessing voting power, an appropriate distribution of such power among such classes, including, in the case of any class of equity securities having a preference over another class of equity securities with respect to dividends, adequate provisions for the election of directors representing such preferred class in the event of default in the payment of such dividends.

ARTICLE IX **DISCHARGE**

9.01. Discharge. On the confirmation date of this Plan, the debtor will be discharged from any debt that arose before confirmation of this Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor will not be discharged of any debt: (i) imposed by this Plan; (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure; or (iii) of a kind specified in § 1141(d)(6)(B).

9.02 Effect of Confirmation of the Plan.

Legally Binding Effect. The provisions of this Plan shall bind all Creditors and Interest Holders, whether or not they accept this Plan. On and after the Effective Date, all holders of Claims shall be precluded and forever enjoined from asserting any (i) Claim against the Debtor based on any transaction or other activity of any kind that occurred prior to the Confirmation Date except as permitted under the Plan; and (ii) derivative claims, including claims against third parties asserting alter ego claims, fraudulent transfer claims, guaranty claims or any type of successor liability based on acts or omissions of the Debtor.

Injunction. The entry of the Confirmation Order will operate as a general resolution with prejudice, as of the Effective Date, of all pending Legal Proceedings, if any, against the Debtor and its assets and properties and any proceedings not yet instituted against the Debtor or its assets, except as otherwise provided in the Plan. Except as otherwise expressly provided in the Plan or the Confirmation Order, all Persons who have held, may have held, hold, or may hold Claims against the Debtor are permanently enjoined on and after the Effective Date from (a) commencing or continuing in any manner any action or other proceeding of any kind against the Debtor or its property, with respect to any such Claim, (b) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order with respect to any such Claim against the Debtor or its property, (c) creating, perfecting, or enforcing any encumbrance of any kind against the Debtor or its property, with respect to such Claim, (d) asserting any right of subrogation of any kind against any obligation due to the Debtor or the property of the Debtor or the Estate with respect to any such Claim and (e) asserting any right of setoff or recoupment against the Debtor or the Estate except as specifically permitted by § 553 of the Bankruptcy Code. Unless otherwise provided in the Plan or by order of the Bankruptcy Court, all injunctions or automatic stays provided for in these cases pursuant to § 105, if any, or § 362 of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date will remain in full force and effect until the Effective Date.

Limited Protection of Certain Parties in Interest. Neither (a) the Debtor, or any of its respective employees, officers, directors, agents, representatives, affiliates, attorneys, financial advisors, or any other professional persons employed by the Debtor, nor (b) each Professional for the Debtor or any of their employees, officers, directors, agents, representatives, affiliates, attorneys, financial advisors, or any other professional persons employed by any of them, (the persons identified in (a) and (b), are collectively referred to as “Protected Persons”), shall have or incur any liability to any Person or Entity under any theory of liability for any act or omission occurring on or after the Petition Date in connection with or related to the Debtor, the Chapter 11 Case, or the Estate, including, but not limited to, (i) formulating, preparing disseminating, implementing, confirming, consummating or administering this Plan (including soliciting acceptances or rejections thereof); or (ii) the Disclosure Statement or any contract, instrument, release or other agreement or document entered into or any action taken or omitted to be taken in connection with this Plan, except for acts constituting willful misconduct, gross

negligence, or ultra vires activity and in all respects such Protected Persons shall be entitled to rely in good faith upon the advice of counsel. In any action, suit or Legal Proceeding by any Person contesting any action by, or non-action of any Protected Person as constituting willful misconduct, gross negligence, or ultra vires activity or not being in good faith, the reasonable attorneys' fees and costs of the prevailing party will be paid by the losing party and as a condition to going forward with such action, suit, or Legal Proceeding at the outset thereof, all parties thereto will be required to provide appropriate proof and assurances of their capacity to make such payments of reasonable attorneys' fees and costs in the event they fail to prevail.

Continuation of Anti-Discrimination Provisions of Bankruptcy Code. A Governmental Unit may not deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant to, condition such a grant to, or discriminate with respect to such a grant against, the Debtor, or another Person with whom the Debtor has been or are associated or affiliated, solely because of the commencement, continuation, or termination of the case or because of any provision of the Plan or the legal effect of the Plan, and the Confirmation Order will constitute an express injunction against any such discriminatory treatment by a Governmental Unit.

ARTICLE X

RETENTION OF JURISDICTION

10.01. Exclusive Jurisdiction of Bankruptcy Court. Under Sections 105(a) and 1142 of the Bankruptcy Code, and notwithstanding entry of the Confirmation Order and the occurrence of the Effective Date, the Bankruptcy Court shall retain exclusive jurisdiction over all matters arising out of, and related to, the Chapter 11 Case and this Plan to the fullest extent permitted by law, including, among other things, jurisdiction to:

(a) allow, disallow, determine, subordinate, liquidate, classify, estimate or establish the priority or secured or unsecured status of any Claim or Equity Interest (whether filed before or after the Effective Date and whether or not contingent, Disputed or unliquidated or for contribution, indemnification or reimbursement), including the compromise, settlement and resolution of any request for payment of any Administrative Expense Claim or Priority Claim, the resolution of any Objections to the allowance or priority of Claims or Equity Interests and to hear and determine any other issue presented hereby or arising hereunder, including during the pendency of any appeal relating to any Objection to such Claim or Equity Interest to the extent permitted under applicable law;

(b) grant or deny any applications for allowance of compensation or reimbursement of expenses authorized pursuant to the Bankruptcy Code or this Plan, for periods ending on or before the Effective Date;

(c) hear and determine any and all adversary proceedings, motions, applications, and contested or litigated matters, including, but not limited to, all causes of action, and consider and act upon the compromise and settlement of any Claim, or cause of action;

(d) determine and resolve controversies asserted in and related to the Adversary Proceeding.

(e) determine and resolve any matters related to the assumption, assumption and assignment or rejection of any executory contract or unexpired lease to which the Debtor is a party or with respect to which the Debtor may be liable, and to hear, determine and, if necessary, liquidate any Claims arising therefrom;

(f) ensure that all distributions to holders of Allowed Claims under this Plan and the performance of the provisions of this Plan are accomplished as provided herein and resolve any issues relating to distributions to holders of Allowed Claims pursuant to the provisions of this Plan;

(g) construe, take any action and issue such orders, prior to and following the Confirmation Date and consistent with Section 1142 of the Bankruptcy Code, as may be necessary for the enforcement, implementation, execution and consummation of this Plan and all contracts, instruments, releases, other agreements or documents created in connection with this Plan, including, without limitation, the Disclosure Statement and the Confirmation Order, for the maintenance of the integrity of this Plan in accordance with Sections 524 and 1141 of the Bankruptcy Code following the occurrence of the Effective Date;

(h) determine and resolve any cases, controversies, suits or disputes that may arise in connection with the consummation, interpretation, implementation or enforcement of this Plan (and all exhibits and schedules to this Plan) or the Confirmation Order, including the indemnification and injunction provisions set forth in and contemplated by this Plan or the Confirmation Order, or any entity's rights arising under or obligations incurred in connection therewith;

(i) modify this Plan before or after the Effective Date pursuant to Section 1127 of the Bankruptcy Code or modify the Disclosure Statement, the Confirmation Order or any contract, instrument, release, or other agreement or document created in connection with the Plan, the Disclosure Statement or the Confirmation Order, or remedy any defect or omission or reconcile any inconsistency in any Bankruptcy Court order, this Plan, the Disclosure Statement, the Confirmation Order or any contract, instrument, release, or other agreement or document created in connection with this Plan, the Disclosure Statement or the Confirmation Order, in such manner as may be necessary or appropriate to consummate this Plan, to the extent authorized by the Bankruptcy Code and this Plan;

(j) issue injunctions, enter and implement other orders or take such other actions as may be necessary or appropriate to restrain interference by any entity with consummation, implementation or enforcement of this Plan or the Confirmation Order;

(k) enter and implement such orders as are necessary or appropriate if the Confirmation Order is for any reason modified, stayed, reversed, revoked or vacated;

(l) determine any other matters that may arise in connection with or relating to this Plan, the Disclosure Statement, the Confirmation Order or any contract, instrument, release, or other agreement or document created in connection with this Plan, the Disclosure Statement or the Confirmation Order;

(m) determine such other matters and for such other purposes as may be provided in the Confirmation Order;

(n) hear and determine matters concerning state, local and federal taxes in accordance with Sections 346, 505 and 1146 of the Bankruptcy Code;

(o) enforce all orders, judgments, injunctions, releases, exculpations, indemnifications and rulings entered in connection with the Chapter 11 Case;

(p) determine and resolve controversies related to the Estates, the Debtors or the Liquidating Trust from and after the Effective Date;

(q) hear and determine any other matter relating to this Plan; and

(r) enter a final decree closing this Chapter 11 Case.

ARTICLE XI **OTHER PROVISIONS**

11.01 Modification of the Plan. The Debtor may propose amendments or modifications to this Plan at any time prior to the date of the entry of the Order Confirming Plan, with leave of the Court, and upon proper notice to parties in interest. After the date of the Order Confirming Plan, Debtor may, with approval of the Court so long as it does not materially or adversely affect the interests of creditors, remedy any defects or omissions or reconcile any inconsistencies in the Plan or in the Order Confirming Plan in such manner as may be necessary to carry out the purpose and effect of this Plan.

11.02. Vesting of Estate Property and Effect of Default. On the Effective Date, title to all assets and properties dealt with by the Plan shall vest in Reorganized Debtor, free and clear of all Claims and Interests other than any contractual secured claims granted under any lending agreement, on the condition that Reorganized Debtor complies with the terms of the Plan, including the making of all payments to creditors provided for in such Plan. If Reorganized Debtor defaults in performing under the provisions of this Plan and this case is converted to a case under chapter 7, all property vested in Reorganized Debtor and all subsequently acquired property owned as of or after the conversion date shall re-vest and constitute property of the bankruptcy estate in the converted case.

11.03. Retention and pursuit of claims. Any and all Litigation Claims owned by, accruing to or assertable by the Debtor shall remain assets of the Debtor's bankruptcy

estate pursuant to Section 1123(b)(3)(B) of the Bankruptcy Code. Pursuant to Section 1123(b)(3)(B) of the Bankruptcy Code, only the Debtor shall have the right to pursue or not to pursue, or, subject to the terms of this Plan, compromise or settle any Litigation Claims owned or held by the Debtor or its Estate as of the Effective Date. From and after the Effective Date, the Debtor may commence, litigate, and settle any Litigation Claims or rights to payment or claims that belong to the Debtor that may be pending on the Effective Date or instituted by the Debtor after the Effective Date. Other than as set forth herein, no other Person may pursue such Litigation Claims after the Effective Date. The Debtor may pursue Litigation Claims without the need for filing any motion seeking authority to do the same. Furthermore, any attorney-client privilege, work-product privilege, or other privilege or immunity attaching to any documents or communications (whether written or oral) shall also continue to exist for the benefit of the Debtor and shall vest in the Debtor and its representatives, and shall also be preserved for and as to the Debtor. The Bankruptcy Court shall retain jurisdiction to adjudicate any and all Litigation Claims and approve any such settlement, whether commenced prior to or after confirmation of the Plan and the Effective Date.

Respectfully submitted,

Wadhwa Dental, P.A.

By: /s/ Harmandeep S. Wadhwa, DDS
Harmandeep S. Wadhwa, DDS
Representative of the Plan Proponent

Law Office of H. Anthony Hervol

By: /s/ H. Anthony Hervol
H. Anthony Hervol
Attorney for the Plan Proponent

Exhibit B – Identity and Value of Material Assets of Debtor

Current Asset:

Checking Acct:
Capital One Bank 119,560

Accounts Receivable: 25,000

Other Current Assets:

Inventory 3,800

Total Current Assets: \$148,360

Fixed Assets:

Office furniture & equipment 1,500
Machinery & equipment 69,100
(after depreciation)
Leasehold improvements 150,000

Total Fixed Assets: \$220,600

Contingent claims: \$250,000 (estimated)*

Total Assets: \$618,960

*Note: Analysis assumes recovery on litigation claims; however, claims are unliquidated, vigorously contested, and collection on any judgment which may be awarded by the Court is not certain. Amount shown is an estimate only and not an admission by the Debtor or its principal concerning the amount of damages sustained or to be sought in the Litigation.

Exhibit C – Prepetition Financial Statements
(to be taken from those filed with the court)

Form **1120S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.

2015

▶ Information about Form 1120S and its separate instructions is at www.irs.gov/form1120s.

For calendar year 2015 or tax year beginning _____, ending _____

A S election effective date 2/7/2011	TYPE OR PRINT	Name Wadhwa Dental P.A.	D Employer identification number 27-4831570
B Business activity code number (see instructions) 621210		Number, street, and room or suite no. If a P.O. box, see instructions. 8943 Cimarron Route	E Date incorporated 2/7/2011
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town State ZIP code San Antonio TX 78255-2382	F Total assets (see instructions) \$ 782,579
		Foreign country name Foreign province/state/county Foreign postal code	

G Is the corporation electing to be an S corporation beginning with this tax year? Yes No If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year ▶ 1

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a	Gross receipts or sales							
	1b	Returns and allowances							
	1c	Balance. Subtract line 1b from line 1a							0
	2	Cost of goods sold (attach Form 1125-A)							
	3	Gross profit. Subtract line 2 from line 1c							0
	4	Net gain (loss) from Form 4797, line 17 (attach Form 4797)							
Deductions <small>(see instructions for limitations)</small>	5	Other income (loss) (see instructions—attach statement)							
	6	Total income (loss). Add lines 3 through 5							0
	7	Compensation of officers (see instructions — attach Form 1125-E)							
	8	Salaries and wages (less employment credits)							
	9	Repairs and maintenance							
	10	Bad debts							
	11	Rents							
	12	Taxes and licenses							
	13	Interest							
	14	Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)							
	15	Depletion (Do not deduct oil and gas depletion.)							
	16	Advertising							
	17	Pension, profit-sharing, etc., plans							
	18	Employee benefit programs							
	19	Other deductions (attach statement)							
20	Total deductions. Add lines 7 through 19							0	
21	Ordinary business income (loss). Subtract line 20 from line 6							0	
Tax and Payments	22a	Excess net passive income or LIFO recapture tax (see instructions)							
	22b	Tax from Schedule D (Form 1120S)							
	22c	Add lines 22a and 22b (see instructions for additional taxes)							0
	23a	2015 estimated tax payments and 2014 overpayment credited to 2015							
	23b	Tax deposited with Form 7004							
	23c	Credit for federal tax paid on fuels (attach Form 4136)							
	23d	Add lines 23a through 23c							0
	24	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>							
	25	Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed							0
	26	Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid							0
27	Enter amount from line 26 Credited to 2016 estimated tax ▶ Refunded ▶							0	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here ▶ Signature of officer: _____ Date: 8/15/2016 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name Huned Doctor	Preparer's signature Huned Doctor	Date 8/15/2016	Check <input type="checkbox"/> if self-employed	PTIN P00287919	
	Firm's name ▶ Huned Doctor, CPA, PC	Firm's EIN ▶ 45-3177867	Phone no. 210-858-6544			
	Firm's address ▶ 533 Busby Dr., Ste B	City San Antonio	State TX	ZIP code 78209		

Schedule K		Shareholders' Pro Rata Share Items	Total amount	
Income (Loss)	1	Ordinary business income (loss) (page 1, line 21)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3a	Other gross rental income (loss)	3a	
	b	Expenses from other rental activities (attach statement)	3b	
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	0
	4	Interest income	4	
	5	Dividends: a Ordinary dividends	5a	
	b	Qualified dividends	5b	
	6	Royalties	6	
	7	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	7	
Deductions	8a	Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	8a	
	b	Collectibles (28%) gain (loss)	8b	
	c	Unrecaptured section 1250 gain (attach statement)	8c	
	9	Net section 1231 gain (loss) (attach Form 4797)	9	
	10	Other income (loss) (see instructions) Type ▶	10	
	11	Section 179 deduction (attach Form 4562)	11	
Credits	12a	Charitable contributions	12a	
	b	Investment interest expense	12b	
	c	Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	12c(2)	
	d	Other deductions (see instructions) Type ▶	12d	
Foreign Transactions	13a	Low-income housing credit (section 42(j)(5))	13a	
	b	Low-income housing credit (other)	13b	
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c	
	d	Other rental real estate credits (see instructions) Type ▶	13d	
	e	Other rental credits (see instructions) Type ▶	13e	
	f	Biofuel producer credit (attach Form 6478)	13f	
	g	Other credits (see instructions) Type ▶	13g	
Alternative Minimum Tax (AMT) Items	14a	Name of country or U.S. possession ▶		
	b	Gross income from all sources	14b	
	c	Gross income sourced at shareholder level Foreign gross income sourced at corporate level	14c	
	d	Passive category	14d	
	e	General category	14e	
	f	Other (attach statement) Deductions allocated and apportioned at shareholder level	14f	
	g	Interest expense	14g	
	h	Other Deductions allocated and apportioned at corporate level to foreign source income	14h	
	i	Passive category	14i	
	j	General category	14j	
	k	Other (attach statement) Other information	14k	
	l	Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14l	
	m	Reduction in taxes available for credit (attach statement)	14m	
	n	Other foreign tax information (attach statement)		
Items Affecting Shareholder Basis	15a	Post-1986 depreciation adjustment	15a	
	b	Adjusted gain or loss	15b	
	c	Depletion (other than oil and gas)	15c	
	d	Oil, gas, and geothermal properties—gross income	15d	
	e	Oil, gas, and geothermal properties—deductions	15e	
	f	Other AMT items (attach statement)	15f	
Items Affecting Shareholder Basis	16a	Tax-exempt interest income	16a	
	b	Other tax-exempt income	16b	
	c	Nondeductible expenses	16c	
	d	Distributions (attach statement if required) (see instructions)	16d	
	e	Repayment of loans from shareholders	16e	

Schedule K		Shareholders' Pro Rata Share Items (continued)	Total amount	
Other Information	17a	Investment income	17a	
	b	Investment expenses	17b	
	c	Dividend distributions paid from accumulated earnings and profits	17c	
	d	Other items and amounts (attach statement)		
Reconciliation	18	Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14l	18	0

Schedule L		Balance Sheets per Books		Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)		
Assets							
1	Cash		2,515		2,515		
2a	Trade notes and accounts receivable						
b	Less allowance for bad debts		0		0		
3	Inventories						
4	U.S. government obligations						
5	Tax-exempt securities (see instructions)						
6	Other current assets (attach statement)				605,383		
7	Loans to shareholders						
8	Mortgage and real estate loans						
9	Other investments (attach statement)						
10a	Buildings and other depreciable assets			174,681			
b	Less accumulated depreciation		0		174,681		
11a	Depletable assets						
b	Less accumulated depletion		0		0		
12	Land (net of any amortization)						
13a	Intangible assets (amortizable only)						
b	Less accumulated amortization		0		0		
14	Other assets (attach statement)						
15	Total assets		2,515		782,579		
Liabilities and Shareholders' Equity							
16	Accounts payable						
17	Mortgages, notes, bonds payable in less than 1 year						
18	Other current liabilities (attach statement)				24,476		
19	Loans from shareholders		5,090		5,090		
20	Mortgages, notes, bonds payable in 1 year or more				755,588		
21	Other liabilities (attach statement)						
22	Capital stock		1,000		1,000		
23	Additional paid-in capital						
24	Retained earnings		(3,575)		(3,575)		
25	Adjustments to shareholders' equity (attach statement)						
26	Less cost of treasury stock						
27	Total liabilities and shareholders' equity		2,515		782,579		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3 (see instructions)

1	Net income (loss) per books		5	Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):		a	Tax-exempt interest \$	0
3	Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14I (itemize):		6	Deductions included on Schedule K, lines 1 through 12 and 14I, not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	0
b	Travel and entertainment \$	0	7	Add lines 5 and 6	0
4	Add lines 1 through 3	0	8	Income (loss) (Schedule K, line 18). Line 4 less line 7	0

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-3,575		
2 Ordinary income from page 1, line 21			
3 Other additions			
4 Loss from page 1, line 21			
5 Other reductions			
6 Combine lines 1 through 5	-3,575	0	0
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	-3,575	0	0

**Schedule K-1
(Form 1120S)**
Department of the Treasury
Internal Revenue Service

2015

For calendar year 2015, or tax year beginning _____, 2015 ending _____, 20____

Shareholder's Share of Income, Deductions, Credits, etc. ▶ See back of form and separate instructions.

Part I Information About the Corporation		Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items	
A Corporation's employer identification number 27-4831570		1 Ordinary business income (loss)	13 Credits
B Corporation's name, address, city, state, and ZIP code Wadhwa Dental P.A. 8943 Cimarron Route San Antonio, TX 78255-2382		2 Net rental real estate income (loss)	
C IRS Center where corporation filed return e-file		3 Other net rental income (loss)	
Part II Information About the Shareholder		4 Interest income	
D Shareholder's identifying number Shareholder: 1		5a Ordinary dividends	
E Shareholder's name, address, city, state, and ZIP code Harmandeep S Wadhwa 8943 Cimarron route, San Antonio, TX 78255		5b Qualified dividends	14 Foreign transactions
F Shareholder's percentage of stock ownership for tax year 100.000000%		6 Royalties	
For IRS Use Only		7 Net short-term capital gain (loss)	
		8a Net long-term capital gain (loss)	
		8b Collectibles (28%) gain (loss)	
		8c Unrecaptured section 1250 gain	
		9 Net section 1231 gain (loss)	
		10 Other income (loss)	15 Alternative minimum tax (AMT) items
		11 Section 179 deduction	16 Items affecting shareholder basis
		12 Other deductions	
			17 Other information
			* See attached statement for additional information.

Form **4562**

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2015

Department of the Treasury
Internal Revenue Service (99)

▶ **Attach to your tax return.**

▶ **Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.**

Attachment
Sequence No. **179**

Name(s) shown on return Wadhwa Dental P.A.	Business or activity to which this form relates 1120S - Dentist	Identifying number 27-4831570
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	174,681
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	500,000
6		
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29 7		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		8 0
9 Tentative deduction. Enter the smaller of line 5 or line 8		9 0
10 Carryover of disallowed deduction from line 13 of your 2014 Form 4562.		10
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)		11
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		12 0
13 Carryover of disallowed deduction to 2016. Add lines 9 and 10, less line 12 ▶ 13		0

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2015	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B - Assets Placed in Service During 2015 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2015 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	0
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs ▶ 23		

For Paperwork Reduction Act Notice, see separate instructions.

Line 6, Sch L (1120S) - Other Current Assets

		Beginning	End
1	Loan to WG Goliad, PLLC / WG Helotes, PLLC		605,383
2	Total other current assets	0	605,383

Line 18, Sch L (1120S) - Other Current Liabilities

		Beginning	End
1	BOA Credit Card		24,476
2	Total other current liabilities	0	24,476

Elections

Election to NOT claim first-year special depreciation - All Property

Pursuant to IRC Section 168(k)(2)(D)(iii), the Taxpayer elects out of first-year special depreciation for all depreciable property placed in service during the current tax year.

11:53 AM

Wadhwa Dental P.A.

09/14/16

Balance Sheet

Cash Basis

As of December 31, 2015

	Dec 31, 15	Dec 31, 14
ASSETS		
Current Assets		
Checking/Savings		
Bank Of America #2958	2,514.96	2,514.96
Total Checking/Savings	2,514.96	2,514.96
Other Current Assets		
Loan WG Goliad, PLLC/ WG Helotes	605,383.14	
Total Other Current Assets	605,383.14	
Total Current Assets	607,898.10	2,514.96
Fixed Assets		
Equipment	174,681.03	
Total Fixed Assets	174,681.03	
TOTAL ASSETS	782,579.13	2,514.96
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
BOA Credit Card # 4-01009	24,476.04	
Total Other Current Liabilities	24,476.04	
Total Current Liabilities	24,476.04	
Long Term Liabilities		
Bank of America Loan	580,907.10	
Choice Health Finance Payable	174,681.03	
Shareholder Advances	5,088.66	5,088.66
Total Long Term Liabilities	760,676.79	5,088.66
Total Liabilities	785,152.83	5,088.66
Equity		
Capital Stock	1,000.00	1,000.00
Retained Earnings	(3,573.70)	(3,573.70)
Total Equity	(2,573.70)	(2,573.70)
TOTAL LIABILITIES & EQUITY	782,579.13	2,514.96

Exhibit D – Most Recently Filed Post-petition Operating Report

B 25C (Official Form 25C) (12/08)

UNITED STATES BANKRUPTCY COURT

Western District of Texas

In re Wadhwa Dental, PA
Debtor

Case No. 16-52134-RBK

Small Business Case under Chapter 11

SMALL BUSINESS MONTHLY OPERATING REPORT

Month: May, 2017

Date filed: 09/22/2016

Line of Business: Dentist

NAISC Code: 6212

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING SMALL BUSINESS MONTHLY OPERATING REPORT AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE.

RESPONSIBLE PARTY:

Harmandeep Singh
Original Signature of Responsible Party

Harmandeep S. Wadhwa, DDS
Printed Name of Responsible Party

Questionnaire: (All questions to be answered on behalf of the debtor.)

	Yes	No
1. IS THE BUSINESS STILL OPERATING?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. HAVE YOU PAID ALL YOUR BILLS ON TIME THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. DID YOU PAY YOUR EMPLOYEES ON TIME?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. HAVE YOU DEPOSITED ALL THE RECEIPTS FOR YOUR BUSINESS INTO THE DIP ACCOUNT THIS MONTH?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. HAVE YOU FILED ALL OF YOUR TAX RETURNS AND PAID ALL OF YOUR TAXES THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. HAVE YOU TIMELY FILED ALL OTHER REQUIRED GOVERNMENT FILINGS?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. HAVE YOU PAID ALL OF YOUR INSURANCE PREMIUMS THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. DO YOU PLAN TO CONTINUE TO OPERATE THE BUSINESS NEXT MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. ARE YOU CURRENT ON YOUR QUARTERLY FEE PAYMENT TO THE U.S. TRUSTEE?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. HAVE YOU PAID ANYTHING TO YOUR ATTORNEY OR OTHER PROFESSIONALS THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. DID YOU HAVE ANY UNUSUAL OR SIGNIFICANT UNANTICIPATED EXPENSES THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12. HAS THE BUSINESS SOLD ANY GOODS OR PROVIDED SERVICES OR TRANSFERRED ANY ASSETS TO ANY BUSINESS RELATED TO THE DIP IN ANY WAY?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13. DO YOU HAVE ANY BANK ACCOUNTS OPEN OTHER THAN THE DIP ACCOUNT?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

B 25C (Official Form 25C) (12/08)

- 14. HAVE YOU SOLD ANY ASSETS OTHER THAN INVENTORY THIS MONTH?
- 15. DID ANY INSURANCE COMPANY CANCEL YOUR POLICY THIS MONTH?
- 16. HAVE YOU BORROWED MONEY FROM ANYONE THIS MONTH?
- 17. HAS ANYONE MADE AN INVESTMENT IN YOUR BUSINESS THIS MONTH?
- 18. HAVE YOU PAID ANY BILLS YOU OWED BEFORE YOU FILED BANKRUPTCY?

TAXES

DO YOU HAVE ANY PAST DUE TAX RETURNS OR PAST DUE POST-PETITION TAX OBLIGATIONS?

IF YES, PLEASE PROVIDE A WRITTEN EXPLANATION INCLUDING WHEN SUCH RETURNS WILL BE FILED, OR WHEN SUCH PAYMENTS WILL BE MADE AND THE SOURCE OF THE FUNDS FOR THE PAYMENT.

(Exhibit A)

INCOME

PLEASE SEPARATELY LIST ALL OF THE INCOME YOU RECEIVED FOR THE MONTH. THE LIST SHOULD INCLUDE ALL INCOME FROM CASH AND CREDIT TRANSACTIONS. *(THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)*

TOTAL INCOME \$ 72,307.60

SUMMARY OF CASH ON HAND

Cash on Hand at Start of Month \$ 88,256.38
 Cash on Hand at End of Month \$ 113,535.15

PLEASE PROVIDE THE TOTAL AMOUNT OF CASH CURRENTLY AVAILABLE TO YOU **TOTAL** \$ 113,535.15

(Exhibit B)

EXPENSES

PLEASE SEPARATELY LIST ALL EXPENSES PAID BY CASH OR BY CHECK FROM YOUR BANK ACCOUNTS THIS MONTH. INCLUDE THE DATE PAID, WHO WAS PAID THE MONEY, THE PURPOSE AND THE AMOUNT. *(THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)*

TOTAL EXPENSES \$ 47,028.83

(Exhibit C)

CASH PROFIT

INCOME FOR THE MONTH *(TOTAL FROM EXHIBIT B)* \$ 72,307.60
 EXPENSES FOR THE MONTH *(TOTAL FROM EXHIBIT C)* \$ 47,028.83
(Subtract Line C from Line B) **CASH PROFIT FOR THE MONTH** \$ 25,278.77

B 25C (Official Form 25C) (12/08)

UNPAID BILLS

PLEASE ATTACH A LIST OF ALL DEBTS (INCLUDING TAXES) WHICH YOU HAVE INCURRED SINCE THE DATE YOU FILED BANKRUPTCY BUT HAVE NOT PAID. THE LIST MUST INCLUDE THE DATE THE DEBT WAS INCURRED, WHO IS OWED THE MONEY, THE PURPOSE OF THE DEBT AND WHEN THE DEBT IS DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL PAYABLES \$ _____

(Exhibit D)

MONEY OWED TO YOU

PLEASE ATTACH A LIST OF ALL AMOUNTS OWED TO YOU BY YOUR CUSTOMERS FOR WORK YOU HAVE DONE OR THE MERCHANDISE YOU HAVE SOLD. YOU SHOULD INCLUDE WHO OWES YOU MONEY, HOW MUCH IS OWED AND WHEN IS PAYMENT DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL RECEIVABLES \$ _____

(Exhibit E)

BANKING INFORMATION

PLEASE ATTACH A COPY OF YOUR LATEST BANK STATEMENT FOR EVERY ACCOUNT YOU HAVE AS OF THE DATE OF THIS FINANCIAL REPORT OR HAD DURING THE PERIOD COVERED BY THIS REPORT.

(Exhibit F)

EMPLOYEES

NUMBER OF EMPLOYEES WHEN THE CASE WAS FILED?	0
NUMBER OF EMPLOYEES AS OF THE DATE OF THIS MONTHLY REPORT?	6

PROFESSIONAL FEES

BANKRUPTCY RELATED:

PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ 975.00

TOTAL PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ _____

NON-BANKRUPTCY RELATED:

PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ _____

TOTAL PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ _____

B 25C (Official Form 25C) (12/08)

PROJECTIONS

COMPARE YOUR ACTUAL INCOME AND EXPENSES TO THE PROJECTIONS FOR THE FIRST 180 DAYS OF YOUR CASE PROVIDED AT THE INITIAL DEBTOR INTERVIEW.

	Projected	Actual	Difference
INCOME	\$ <u>50,000.00</u>	\$ <u>72,307.60</u>	\$ <u>22,307.60</u>
EXPENSES	\$ <u>40,000.00</u>	\$ <u>47,028.83</u>	\$ <u>7,028.83</u>
CASH PROFIT	\$ <u>10,000.00</u>	\$ <u>25,278.77</u>	\$ <u>15,278.77</u>

TOTAL PROJECTED INCOME FOR THE NEXT MONTH:	\$ <u>50,000.00</u>
TOTAL PROJECTED EXPENSES FOR THE NEXT MONTH:	\$ <u>40,000.00</u>
TOTAL PROJECTED CASH PROFIT FOR THE NEXT MONTH:	\$ <u>10,000.00</u>

ADDITIONAL INFORMATION

PLEASE ATTACH ALL FINANCIAL REPORTS INCLUDING AN INCOME STATEMENT AND BALANCE SHEET WHICH YOU PREPARE INTERNALLY.

CASE NAME: **Wadhwa Dental, PA**

CASE NUMBER: **16-52134-RBK**

SMALL BUSINESS MONTHLY OPERATING REPORT - EXHIBIT B-1

CASH RECEIPTS AND DISBURSEMENTS	2016			2017			Six Months To Date
	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	
1. CASH-BEGINNING OF MONTH							\$ 88,256.38
RECEIPTS:							
2. CASH SALES							0.00
3. COLLECTION OF ACCOUNTS RECEIVABLE							72,307.60
4. LOANS & ADVANCES (attach list)							0.00
5. SALE OF ASSETS							0.00
6. OTHER (attach list)							0.00
TOTAL RECEIPTS**	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 72,307.60	\$ 72,307.60
Withdrawal/Contribution by Individual Debtor MFR-2*							0.00
DISBURSEMENTS:							
7. NET PAYROLL							27,703.19
8. PAYROLL TAXES PAID							5,549.29
9. SALES, USE & OTHER TAXES PAID							0.00
10. SECURED/RENTAL/LEASES							7,246.38
11. UTILITIES & TELEPHONE							563.66
12. INSURANCE							150.00
13. INVENTORY PURCHASES							1,166.89
14. VEHICLE EXPENSES							220.12
15. TRAVEL & ENTERTAINMENT							194.12
16. REPAIRS, MAINTENANCE & SUPPLIES							1,294.29
17. ADMINISTRATIVE & SELLING							1,965.89
18. OTHER (attach list)							0.00
TOTAL DISBURSEMENTS FROM OPERATIONS	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 46,053.83	\$ 46,053.83
19. PROFESSIONAL FEES							0.00
20. U.S. TRUSTEE FEES							975.00
21. OTHER REORGANIZATION EXPENSES (attach list)							0.00
TOTAL DISBURSEMENTS**	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 47,028.83	\$ 47,028.83
22. NET CASH FLOW	0.00	0.00	0.00	0.00	0.00	25,278.77	25,278.77
23. CASH - END OF MONTH (SMOR-2)	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 113,535.15	\$ 25,278.77

* Applies to Individual debtors only

**Numbers for the current month should balance (match)

RECEIPTS and CHECKS/OTHER DISBURSEMENTS lines on SBMOR-Exhibit B-2

Revised 01/31/2014

SBMOR-Exhibit B-1

CASE NAME: Wadhwa Dental, PA

CASE NUMBER: 16-52134-RBK

SMALL BUSINESS MONTHLY OPERATING REPORT - EXHIBIT B-2

CASH ACCOUNT RECONCILIATION
MONTH OF October 2016

BANK NAME	#	OPERATING	#	PAYROLL	#	TAX	OTHER FUNDS	TOTAL
ACCOUNT NUMBER								
ACCOUNT TYPE								
BEGINNING BANK BALANCE		\$ 88,256.38						\$ 88,256.38
RECEIPTS		72,307.60						72,307.60
TRANSFERS BETWEEN ACCOUNTS								0.00
CHECKS/OTHER DISBURSEMENTS		13,776.35		27,703.19		5,549.29		47,028.83
ENDING BANK BALANCE		\$ 146,787.63		\$ 0.00		\$ 0.00		\$ 113,535.15
DEPOSITS IN TRANSIT								0.00
OUTSTANDING CHECKS								0.00
ADJUSTED BANK BALANCE		\$ 146,787.63		\$ 0.00		\$ 0.00		\$ 146,787.63
BEGINNING CASH - PER BOOKS*		\$ 88,256.38						\$ 88,256.38
RECEIPTS*		72,307.60						72,307.60
TRANSFERS BETWEEN ACCOUNTS								0.00
(WITHDRAWAL) OR CONTRIBUTION BY								0.00
INDIVIDUAL DEBTOR MFR-2								0.00
CHECKS/OTHER DISBURSEMENTS*		47,028.83						47,028.83
ENDING CASH - PER BOOKS*		\$ 113,535.15		\$ 0.00		\$ 0.00		\$ 113,535.15

* Numbers should balance (match) BEGINNING CASH, TOTAL RECEIPTS, TOTAL DISBURSEMENTS and ENDING CASH lines on SBMOR-Exhibit B-1. Copies of all bank statements should be attached.

Revised 01/31/2014

SBMOR-Exhibit B-2



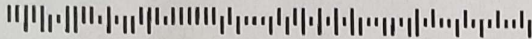
MANAGE YOUR CASH

CASH MANAGEMENT | CHECKING | MONEY MARKET | CDs | LOANS

WADHWA DENTAL PA. DEBTOR IN POSSESSION
 WESTERN DISTRICT OF TEXAS
 CASE#16-52134-RBK
 2828 GOLIAD RD
 SUITE 120
 SAN ANTONIO TX 78223

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 both your business and personal needs.



ACCOUNT SUMMARY FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Spark Basic Checking [REDACTED]		WADHWA DENTAL PA. DEBTOR IN POSSESSION	
Previous Balance 04/30/17	\$88,256.38	Number of Days in Cycle	31
98 Deposits/Credits	\$72,307.60	Minimum Balance This Cycle	\$77,702.32
69 Checks/Debits	(\$47,028.83)	Average Collected Balance	\$93,341.04
Service Charges	\$0.00		
Ending Balance 05/31/17	\$113,535.15		

ACCOUNT DETAIL FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Spark Basic Checking [REDACTED]		WADHWA DENTAL PA. DEBTOR IN POSSESSION		
Date	Description	Deposits/Credits	Withdrawals/Debits	Resulting Balance
05/01	ACH deposit Square Inc 170429P2 050117 Wadhwa Dental PA L202214422579	\$560.64		\$88,817.02
05/01	Debit Card Purchase 042717 SHELL OIL 575421761QPS SAN ANTONIO TX		\$35.17	\$88,781.85
05/01	Debit Card Purchase 042817 NEA 08007825150 GA		\$34.00	\$88,747.85
05/01	Debit Card Purchase 043017 ACADEMY SPORTS #39 SAN ANTONIO TX		\$21.64	\$88,726.21
05/01	ACH Withdrawal THE HARTFORD NWTBCLSCIC 050117 WADHWA DENTAL PA 15012279		\$150.00	\$88,576.21
05/02	ACH deposit DENTAQUEST USA I PAYMENT 050217 WADHWA DENTAL PA 3235776687	\$1,197.83		\$89,774.04
05/02	ACH deposit DENTAQUEST USA I PAYMENT 050217 WADHWA DENTAL PA 3125774883	\$569.41		\$90,343.45
05/02	ACH deposit Square Inc 170502P2 050217 Wadhwa Dental PA L202215078296	\$23.97		\$90,367.42

Thank you for banking with us.



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MANAGE YOUR CASH

CASH MANAGEMENT CHECKING MONEY MARKET CDs LOANS

WADHWA DENTAL PA. DEBTOR IN POSSESSION
 WESTERN DISTRICT OF TEXAS
 CASE#16-52134-RBK

ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Date	Description	Deposits/Credits	Withdrawals/Debits	Resulting Balance
05/02	Debit Card Purchase 050117 C-6 DISPOSAL SYSTEMS I 02103750066 TX		\$47.74	\$90,319.68
05/02	Debit Card Purchase 050117 THAI DEE RESTAURAN SAN ANTONIO TX		\$64.05	\$90,255.63
05/02	Debit Card Purchase 050117 CURVE DENTAL, INC. OREM UT		\$250.00	\$90,005.63
05/02	Debit Card Purchase 050217 AMAZON MKTPLACE PMTS AMZN.COM/BILL WA		\$19.99	\$89,985.64
05/03	Mobile Deposit	\$85.00		\$90,070.64
05/03	Mobile Deposit	\$66.00		\$90,136.64
05/03	Mobile Deposit	\$59.00		\$90,195.64
05/03	Recur Debit Card Purchase 050217 PUBLIC STORAGE 08380 800-567-0759 TX		\$153.00	\$90,042.64
05/03	ACH Withdrawal ACCOUNTANTSWORLD PAYROLLDBT 050317 WADHWA DENTAL PA 274831570		\$9,408.94	\$80,633.70
05/04	ACH deposit MCNA INS CO EOB 050417 WADHWA DENTAL PA MCNA EOB 028887	\$3,292.60		\$83,926.30
05/04	Mobile Deposit	\$608.00		\$84,534.30
05/04	ACH deposit Square Inc 170504P2 050417 Wadhwa Dental PA L202215727871	\$121.37		\$84,655.67
05/04	ACH Withdrawal BK AMER AFSBK 11 AFS LN PMT 050417 WADHWA DENTAL P *****0018		\$2,845.85	\$81,809.82
05/05	ACH deposit DENTAQUEST USA I PAYMENT 050517 WADHWA DENTAL PA 3405769068	\$1,294.88		\$83,104.70
05/05	ACH deposit Square Inc 170505P2 050517 Wadhwa Dental PA L202216064462	\$334.26		\$83,438.96
05/05	Debit Card Purchase 050317 54TH STREET SAN ANTONIO TX		\$32.01	\$83,406.95
05/05	Debit Card Purchase 050417 JAMES AVERY S039 SAN ANTONIO TX		\$73.61	\$83,333.34
05/08	Mobile Deposit	\$1,000.00		\$84,333.34
05/08	Mobile Deposit	\$496.80		\$84,830.14
05/08	Mobile Deposit	\$377.00		\$85,207.14

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ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

<u>Date</u>	<u>Description</u>	<u>Deposits/Credits</u>	<u>Withdrawals/Debits</u>	<u>Resulting Balance</u>
05/08	ACH deposit Square Inc 170508P2 050817 Wadhwa Dental PA L202216731019	\$349.01		\$85,556.15
05/08	Mobile Deposit	\$320.00		\$85,876.15
05/08	Mobile Deposit	\$300.80		\$86,176.95
05/08	ACH deposit Square Inc 170506P2 050817 Wadhwa Dental PA L202216380875	\$278.67		\$86,455.62
05/08	Mobile Deposit	\$248.00		\$86,703.62
05/08	Mobile Deposit	\$170.00		\$86,873.62
05/08	Mobile Deposit	\$118.40		\$86,992.02
05/08	Mobile Deposit	\$105.00		\$87,097.02
05/08	Mobile Deposit	\$42.00		\$87,139.02
05/08	Debit Card Purchase 050417 GIVEGAB BASIS TEXAS SC 6072291292 NY		\$50.00	\$87,089.02
05/08	Debit Card Purchase 050417 THE OLIVE GARD00017996 SAN ANTONIO TX		\$116.52	\$86,972.50
05/08	Debit Card Purchase 050517 SHELL OIL 575421761QPS SAN ANTONIO TX		\$15.91	\$86,956.59
05/08	Debit Card Purchase 050517 WM SUPERCENTER #2599 SAN ANTONIO TX		\$18.96	\$86,937.63
05/08	Debit Card Purchase 050617 WALGREENS #9615 SAN ANTONIO TX		\$4.25	\$86,933.38
05/08	Debit Card Purchase 050617 5116 GREAT CLIPS MARKE SAN ANTONIO TX		\$19.00	\$86,914.38
05/08	Debit Card Purchase 050617 PIZZA HUT #27064 SAN ANTONIO TX		\$22.70	\$86,891.68
05/08	Debit Card Purchase 050617 Amazon.com AMZN.COM/BILL WA		\$25.00	\$86,866.68
05/08	Check 118		\$90.00	\$86,776.68
05/09	ACH deposit DENTAQUEST USA I PAYMENT 050917 WADHWA DENTAL PA 3235781244	\$1,484.89		\$88,261.57
05/09	Mobile Deposit	\$323.20		\$88,584.77
05/09	Mobile Deposit	\$223.00		\$88,807.77
05/09	ACH deposit DENTAQUEST USA I PAYMENT 050917 WADHWA DENTAL PA 3125779307	\$127.75		\$88,935.52
05/09	Mobile Deposit	\$127.00		\$89,062.52
05/09	Debit Card Purchase Return 050817 AMAZON MKTPLACE PMTS AMZN.COM/BILL WA	\$19.99		\$89,082.51
05/09	ACH deposit Square Inc 170509P2 050917 Wadhwa Dental PA L202217019032	\$19.45		\$89,101.96



MANAGE YOUR CASH

CASH MANAGEMENT CHECKING MONEY MARKET CDs LOANS

WADHWA DENTAL PA. DEBTOR IN POSSESSION
 WESTERN DISTRICT OF TEXAS
 CASE#16-52134-RBK

ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Date	Description	Deposits/Credits	Withdrawals/Debits	Resulting Balance
05/09	Debit Card Purchase 050717 SHELL OIL 542798002QPS SAN ANTONIO TX		\$44.70	\$89,057.26
05/09	Debit Card Purchase 050817 DAR*DARBY DENTAL SUPPL 800-448-7323 NY		\$199.30	\$88,857.96
05/09	Debit Card Purchase 050817 DDS LAB 08132498800 FL		\$969.90	\$87,888.06
05/09	Debit Card Purchase SAMS CLUB SAM'S 390002 050917 SAMS CLUB SAM'S Club SAN ANTONIO TX		\$134.35	\$87,753.71
05/09	ACH Withdrawal PAYROLL TAX TAX DEBIT 050917 WADHWA DENTAL PA 274831570		\$5,549.29	\$82,204.42
05/09	Check 123		\$4,400.53	\$77,803.89
05/10	ACH deposit SIMPLE PAYMENTS EPAY 051017 WADHWA DENTAL PA SP011826	\$917.41		\$78,721.30
05/10	Debit Card Purchase 050817 UATTEND.COM 8005188925 CA		\$18.00	\$78,703.30
05/10	Debit Card Purchase 050917 TORCHYS TACOS - LINCOL SAN ANTONIO TX		\$25.98	\$78,677.32
05/10	Check 117		\$975.00	\$77,702.32
05/11	ACH deposit Square Inc 170511P2 051117 Wadhwa Dental PA L202217712680	\$168.73		\$77,871.05
05/11	Check 122		\$80.00	\$77,791.05
05/12	ACH deposit MCNA INS CO EOB 051217 WADHWA DENTAL PA MCNA EOB 028887	\$5,335.56		\$83,126.61
05/12	ACH deposit Square Inc 170512P2 051217 Wadhwa Dental PA L202218050787	\$48.62		\$83,175.23
05/12	Debit Card Purchase 051017 54TH STREET SAN ANTONIO TX		\$30.00	\$83,145.23
05/12	Debit Card Purchase COSTCO WHSE #068 990689 051117 COSTCO WHSE #0689 SAN ANTONIO TX		\$116.46	\$83,028.77
05/12	Debit Card Purchase USPS PO 48796102 022397 051217 USPS PO 48796102 3918 CLA SAN ANTONIO TX		\$5.36	\$83,023.41

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ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

<u>Date</u>	<u>Description</u>	<u>Deposits/Credits</u>	<u>Withdrawals/Debits</u>	<u>Resulting Balance</u>
05/15	ACH deposit Square Inc 170513P2 051517 Wadhwa Dental PA L202218361495	\$386.57		\$83,409.98
05/15	ACH deposit SYNCHRONY BANK BTOT DEP 051517 CARE DENTAL *****8950	\$103.00		\$83,512.98
05/15	Debit Card Purchase Return 051317 Amazon.com AMZN.COM/BILL WA	\$102.11		\$83,615.09
05/15	Debit Card Purchase JAMES AVERY S086 0108 051217 JAMES AVERY S086 17503 SAN ANTONIO TX		\$53.04	\$83,562.05
05/15	Debit Card Purchase 051217 COMET CLEANERS LEON SP SAN ANTONIO TX		\$19.20	\$83,542.85
05/15	Debit Card Purchase 051217 PALLADIUM 19 IMAX THEA SAN ANTONIO TX		\$59.00	\$83,483.85
05/16	ACH deposit DENTAQUEST USA I PAYMENT 051617 WADHWA DENTAL PA 3235784655	\$4,756.52		\$88,240.37
05/16	ACH deposit DENTAQUEST USA I PAYMENT 051617 WADHWA DENTAL PA 3405773640	\$3,876.28		\$92,116.65
05/16	Mobile Deposit	\$840.60		\$92,957.25
05/16	Mobile Deposit	\$678.20		\$93,635.45
05/16	Mobile Deposit	\$641.75		\$94,277.20
05/16	Mobile Deposit	\$441.60		\$94,718.80
05/16	Mobile Deposit	\$362.70		\$95,081.50
05/16	ACH deposit UNITED CONCORDIA HCCLAIMPMT 051617 WADHWA DENTAL PA 1376774851	\$288.00		\$95,369.50
05/16	Mobile Deposit	\$201.80		\$95,571.30
05/16	Mobile Deposit	\$125.00		\$95,696.30
05/16	ACH deposit DENTAQUEST USA I PAYMENT 051617 WADHWA DENTAL PA 3125783945	\$80.30		\$95,776.60
05/16	Mobile Deposit	\$71.00		\$95,847.60
05/16	ACH deposit Square Inc 170516P2 051617 Wadhwa Dental PA L202218993631	\$48.62		\$95,896.22
05/16	Debit Card Purchase 051617 FEDEXOFFICE 00003772 SAN ANTONIO TX		\$0.64	\$95,895.58
05/16	Debit Card Purchase 051617 FEDEXOFFICE 00003772 SAN ANTONIO TX		\$1.91	\$95,893.67
05/16	Debit Card Purchase 051617 BOK CHOY ALAMO HEIGHT TX		\$20.06	\$95,873.61



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CASH MANAGEMENT | CHECKING | MONEY MARKET | CDs | LOANS

WADHWA DENTAL PA. DEBTOR IN POSSESSION
 WESTERN DISTRICT OF TEXAS
 CASE#16-52134-RBK

ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Date	Description	Deposits/Credits	Withdrawals/Debits	Resulting Balance
05/16	Debit Card Purchase 051617 SHELL OIL 910022810QPS SAN ANTONIO TX		\$45.72	\$95,827.89
05/17	ACH Withdrawal ACCOUNTANTSWORLD PAYROLLDBT 051717 WADHWA DENTAL PA 274831570		\$9,051.83	\$86,776.06
05/18	ACH deposit Square Inc 170518P2 051817 Wadhwa Dental PA L202219649895	\$390.70		\$87,166.76
05/19	ACH deposit MCNA INS CO EOB 051917 WADHWA DENTAL PA MCNA EOB 028887	\$5,990.90		\$93,157.66
05/19	ACH deposit Square Inc 170519P2 051917 Wadhwa Dental PA L202219979893	\$2,542.05		\$95,699.71
05/19	Mobile Deposit	\$877.20		\$96,576.91
05/19	Mobile Deposit	\$538.40		\$97,115.31
05/19	ACH deposit DENTAQUEST USA I PAYMENT 051917 WADHWA DENTAL PA 3405778027	\$242.00		\$97,357.31
05/19	Debit Card Purchase 051917 DENTAL HEALTH PRODUCTS NEW FRANKEN WI		\$873.58	\$96,483.73
05/22	ACH deposit SYNCHRONY BANK BTOT DEP 052217 CARE DENTAL *****8950	\$2,134.19		\$98,617.92
05/22	Mobile Deposit	\$1,573.35		\$100,191.27
05/22	Mobile Deposit	\$646.00		\$100,837.27
05/22	ACH deposit MCNA INS CO EOB 052217 WADHWA DENTAL PA MCNA EOB 028887	\$481.88		\$101,319.15
05/22	Mobile Deposit	\$424.80		\$101,743.95
05/22	Mobile Deposit	\$374.00		\$102,117.95
05/22	ACH deposit Square Inc 170522P2 052217 Wadhwa Dental PA L202220642839	\$303.77		\$102,421.72
05/22	Mobile Deposit	\$290.80		\$102,712.52
05/22	Mobile Deposit	\$124.00		\$102,836.52
05/22	Mobile Deposit	\$47.50		\$102,884.02
05/22	Debit Card Purchase Return 052217 PIZZA HUT 27064 SAN ANTONIO TX	\$10.83		\$102,894.85

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ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

<u>Date</u>	<u>Description</u>	<u>Deposits/Credits</u>	<u>Withdrawals/Debits</u>	<u>Resulting Balance</u>
05/22	Debit Card Purchase 052217 5116 GREAT CLIPS MARKE SAN ANTONIO TX		\$7.00	\$102,887.85
05/22	Debit Card Purchase 052217 PP TXINNOVATIO SAN ANTONIO TX		\$10.00	\$102,877.85
05/22	Debit Card Purchase 052217 PIZZA HUT 27064 SAN ANTONIO TX		\$10.83	\$102,867.02
05/22	Debit Card Purchase 052217 PIZZA HUT 27064 SAN ANTONIO TX		\$11.83	\$102,855.19
05/22	Debit Card Purchase 052217 AMAZON COM AMZN COM BIL WA		\$12.46	\$102,842.73
05/22	Debit Card Purchase 052217 SHELL OIL 575421761QPS SAN ANTONIO TX		\$38.20	\$102,804.53
05/22	Debit Card Purchase 052217 CALIFORNIA PIZZA 171 SAN ANTONIO TX		\$45.10	\$102,759.43
05/22	Debit Card Purchase 052217 54TH STREET SAN ANTONIO TX		\$78.98	\$102,680.45
05/22	Debit Card Purchase 052217 GIFTCARDS COM LLC 877 944 3822 PA		\$104.95	\$102,575.50
05/23	ACH deposit DENTAQUEST USA I PAYMENT 052317 WADHWA DENTAL PA 3235790680	\$5,156.57		\$107,732.07
05/23	ACH deposit Square Inc 170523P2 052317 Wadhwa Dental PA L202220940450	\$311.14		\$108,043.21
05/23	Debit Card Purchase SAMS CLUB SAM S 493900 052317 SAMS CLUB SAM S CLUB SAN ANTONIO TX		\$109.25	\$107,933.96
05/23	Check 125		\$90.00	\$107,843.96
05/24	ACH deposit Square Inc 170524P2 052417 Wadhwa Dental PA L202221269552	\$1,623.83		\$109,467.79
05/24	Debit Card Purchase 052417 AMAZON MKTPLACE PMTS AMZN COM BIL WA		\$19.00	\$109,448.79
05/24	Debit Card Purchase 052417 AMAZON COM AMZN COM BIL WA		\$151.54	\$109,297.25
05/25	ACH deposit Square Inc 170525P2 052517 Wadhwa Dental PA L202221612863	\$550.82		\$109,848.07
05/25	Recur Debit Card Purchase 052517 INTUIT QB ONLINE 800 286 6800 CA		\$22.39	\$109,825.68
05/25	Debit Card Purchase 052517 BOTIKA PEARL PKWY SAN ANTONIO TX		\$32.06	\$109,793.62
05/26	ACH deposit MCNA INS CO EOB 052617 WADHWA DENTAL PA MCNA EOB 028887	\$1,529.52		\$111,323.14



MANAGE YOUR CASH

CASH MANAGEMENT | CHECKING | MONEY MARKET | CDs | LOANS

WADHWA DENTAL PA. DEBTOR IN POSSESSION
 WESTERN DISTRICT OF TEXAS
 CASE#16-52134-RBK

ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

Date	Description	Deposits/Credits	Withdrawals/Debits	Resulting Balance
05/26	ACH deposit Square Inc 170526P2 052617 Wadhwa Dental PA L202221945625	\$1,052.79		\$112,375.93
05/26	Mobile Deposit	\$1,035.30		\$113,411.23
05/26	ACH deposit TMHP HCCLAIMPMT 052617 TMHP PAYMT 00047632561 204919932	\$173.73		\$113,584.96
05/26	Mobile Deposit	\$164.00		\$113,748.96
05/26	Debit Card Purchase 052617 PIZZA HUT 27064 SAN ANTONIO TX		\$15.13	\$113,733.83
05/26	Debit Card Purchase 052617 DESIGNPRINT 8005804489 DE		\$60.45	\$113,673.38
05/26	ACH Withdrawal TIME WARNER CABL TW CABLE 052617 WADHWA DENTAL PA,* 1454338583 SPA		\$446.65	\$113,226.73
05/30	ACH deposit MCNA INS CO EOB 053017 WADHWA DENTAL PA MCNA EOB 028887	\$1,191.06		\$114,417.79
05/30	ACH deposit Square Inc 170527P2 053017 Wadhwa Dental PA L202222279231	\$846.08		\$115,263.87
05/30	Mobile Deposit	\$506.70		\$115,770.57
05/30	Mobile Deposit	\$484.00		\$116,254.57
05/30	Mobile Deposit	\$409.60		\$116,664.17
05/30	Mobile Deposit	\$253.60		\$116,917.77
05/30	Mobile Deposit	\$229.20		\$117,146.97
05/30	Mobile Deposit	\$224.00		\$117,370.97
05/30	Mobile Deposit	\$163.40		\$117,534.37
05/30	ACH deposit Square Inc 170530P2 053017 Wadhwa Dental PA L202222809746	\$156.57		\$117,690.94
05/30	Mobile Deposit	\$105.00		\$117,795.94
05/30	Mobile Deposit	\$98.00		\$117,893.94
05/30	Mobile Deposit	\$94.00		\$117,987.94
05/30	Mobile Deposit	\$84.00		\$118,071.94
05/30	Mobile Deposit	\$84.00		\$118,155.94
05/30	ACH deposit UNITED CONCORDIA HCCLAIMPMT 053017 WADHWA DENTAL PA 1376774851	\$81.00		\$118,236.94
05/30	Mobile Deposit	\$75.00		\$118,311.94

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ACCOUNT DETAIL CONTINUED FOR PERIOD MAY 01, 2017 - MAY 31, 2017

<i>Date</i>	<i>Description</i>	<i>Deposits/Credits</i>	<i>Withdrawals/Debits</i>	<i>Resulting Balance</i>
05/30	Mobile Deposit	\$17.60		\$118,329.54
05/30	Debit Card Purchase SAMS CLUB SAM S 493900 053017 SAMS CLUB SAM S CLUB SAN ANTONIO TX		\$67.33	\$118,262.21
05/30	Recur Debit Card Purchase 053017 NETFLIX COM NETFLIX COM CA		\$10.66	\$118,251.55
05/30	Recur Debit Card Purchase 053017 VBS VONAGE BUSINESS 866 901 0242 GA		\$117.01	\$118,134.54
05/31	ACH deposit DENTAQUEST USA I PAYMENT 053117 WADHWA DENTAL PA 3235793352	\$3,498.85		\$121,633.39
05/31	ACH deposit DENTAQUEST USA I PAYMENT 053117 WADHWA DENTAL PA 3125792883	\$812.25		\$122,445.64
05/31	ACH deposit Square Inc 170531P2 053117 Wadhwa Dental PA L202223108990	\$485.33		\$122,930.97
05/31	Debit Card Purchase 053117 AMAZON MKTPPLACE PMTS AMZN COM BIL WA		\$18.98	\$122,911.99
05/31	Debit Card Purchase 053117 SHELL OIL 575421761QPS SAN ANTONIO TX		\$40.32	\$122,871.67
05/31	Debit Card Purchase 053117 INT IN BIOMEDGAS INC 210 8625953 TX		\$94.10	\$122,777.57
05/31	ACH Withdrawal ACCOUNTANTSWORLD PAYROLLDBT 053117 WADHWA DENTAL PA 274831570		\$9,242.42	\$113,535.15
Total		\$72,307.60	\$47,028.83	

Spark Basic Checking [REDACTED]

**WADHWA DENTAL PA.
DEBTOR IN POSSESSION**

Checks * designates gap in check sequence

<i>Check No.</i>	<i>Date</i>	<i>Amount</i>	<i>Check No.</i>	<i>Date</i>	<i>Amount</i>	<i>Check No.</i>	<i>Date</i>	<i>Amount</i>
117	05/10	\$975.00	122*	05/11	\$80.00	125*	05/23	\$90.00
118	05/08	\$90.00	123	05/09	\$4,400.53			

Exhibit E – Liquidation Analysis***Plan Proponent's Estimated Liquidation Value of Assets*****Assets**

a. Cash on hand	
b. Accounts receivable	\$119,560.00
c. Inventory	\$ 25,000.00
d. Office furniture & equipment	\$ 3,800.00
e. Machinery & equipment	\$ 1,500.00
f. Automobiles	\$ 69,100.00
g. Building & Land	\$ N/A
h. Customer list	\$ 0.00
i. Investment property (such as stocks, bonds or other financial assets)	\$ 0.00
j. Lawsuits or other claims against third-parties	
k. Other intangibles (such as avoiding powers actions)	\$250,000.00 (estimated)* \$ (included above)

Total Assets at Liquidation Value**\$468,960.00****Less:**

Secured creditors' recoveries

Less:

\$218,960.00

Chapter 7 trustee fees and expenses

Less:

\$ 18,318.80

Chapter 11 administrative expenses

Less:

\$ 975.00

Priority claims, excluding administrative expense claims

[Less:

\$ 0.00

Debtor's claimed exemptions]

\$ N/A

(1) Balance for unsecured claims

\$230,706.20

(2) Total dollar amount of unsecured claims

\$543,973.52

Percentage of Claims Which Unsecured Creditors Would Receive Or Retain in a Chapter 7 Liquidation:

42%*

[this figure takes into account est. unsecured deficiency claims for Bank of America, NA and US Bank after liquidation of collateral]***Percentage of Claims Which Unsecured Creditors Will Receive or Retain under the Plan:***

100.00%

****Note: Analysis assumes recovery on litigation claims; however, claims are unliquidated, vigorously contested, and collection on any judgment which may be awarded by the Court is not certain. Amount shown is an estimate only and not an admission by the Debtor or its principal concerning the amount of damages sustained or to be sought in the Litigation.***

Exhibit F – Cash on hand on the effective date of the Plan

Cash on hand on effective date of the Plan:	\$119,560.00
<i>Less –</i>	
Amount of administrative expenses payable on effective date of the Plan	- \$ 975.00
Amount of statutory costs and charges	- \$ 0.00
Amount of cure payments for executory contracts	- \$ 0.00
Other Plan Payments due on effective date of the Plan	<u>- \$10,777.57</u>
Balance after paying these amounts.....	\$107,807.43

The sources of the cash Debtor will have on hand by the effective date of the Plan are estimated as follows:

\$119,560	Cash in Debtor's bank account now
+ \$0.00	Additional cash Debtor will accumulate from net earnings between now and effective date of the Plan [state the basis for such projections]
+ \$0.00	Borrowing [separately state terms of repayment]
+ \$0.00	Capital Contributions
<u>+ \$0.00</u>	<u>Other</u>
\$119,560	Total [This number should match “cash on hand” figure noted above]

Exhibit G – Projections of Cash Flow and Earnings for Post-Confirmation Period

CARE DENTAL

PROJECTED INCOME STATEMENT
2017

INCOME	July 2017	Aug 2017	Sep 2017	Oct 2017	Nov 2017	Dec 2017
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2017	Aug 2017	Sep 2017	Oct 2017	Nov 2017	Dec 2017
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2018

INCOME	Jan 2018	Feb 2018	Mar 2018	Apr 2018	May 2018	June 2018
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	Jan 2018	Feb 2018	Mar 2018	Apr 2018	May 2018	June 2018
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2018

INCOME	July 2018	Aug 2018	Sep 2018	Oct 2018	Nov 2018	Dec 2018
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2018	Aug 2018	Sep 2018	Oct 2018	Nov 2018	Dec 2018
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2019

INCOME	Jan 2019	Feb 2019	Mar 2019	Apr 2019	May 2019	June 2019
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	Jan 2019	Feb 2019	Mar 2019	Apr 2019	May 2019	June 2019
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2019

INCOME	July 2019	Aug 2019	Sep 2019	Oct 2019	Nov 2019	Dec 2019
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2019	Aug 2019	Sep 2019	Oct 2019	Nov 2019	Dec 2019
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2020

INCOME	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	Jan 2020	Feb 2020	Mar 2020	Apr 2020	May 2020	June 2020
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

**PROJECTED INCOME STATEMENT
2020**

INCOME	July 2020	Aug 2020	Sep 2020	Oct 2020	Nov 2020	Dec 2020
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2020	Aug 2020	Sep 2020	Oct 2020	Nov 2020	Dec 2020
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2021

INCOME	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	June 2021
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	June 2021
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

**PROJECTED INCOME STATEMENT
2021**

INCOME	July 2021	Aug 2021	Sep 2021	Oct 2021	Nov 2021	Dec 2021
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2021	Aug 2021	Sep 2021	Oct 2021	Nov 2021	Dec 2021
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

PROJECTED INCOME STATEMENT
2022

INCOME	Jan 2022	Feb 2022	Mar 2022	Apr 2022	May 2022	June 2022
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	Jan 2022	Feb 2022	Mar 2022	Apr 2022	May 2022	June 2022
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050

CARE DENTAL

**PROJECTED INCOME STATEMENT
2022**

INCOME	July 2022	Aug 2022	Sep 2022	Oct 2022	Nov 2022	Dec 2022
Sales	50000	50000	45000	45000	50000	50000
EXPENSES						
Advertising and Marketing	500	500	500	500	500	500
Vehicle	750	750	750	750	750	750
Supplies	2500	2500	2000	2000	2500	2500
Janitorial	150	150	150	150	150	150
Lab Costs	1000	1000	500	500	1000	1000
Legal and Professional Fees	500	500	500	500	500	500
Loans	6100	6100	6100	6100	6100	6100
Staff Lunches	200	200	200	200	200	200

INCOME	July 2022	Aug 2022	Sep 2022	Oct 2022	Nov 2022	Dec 2022
Office Supplies and Software	500	500	500	500	500	500
Other Business Expense	250	250	250	250	250	250
Payroll	20000	20000	20000	20000	20000	20000
Payroll Taxes	5000	5000	5000	5000	5000	5000
Utilities	750	750	750	750	750	750
Rent and Lease	5500	5500	5500	5500	5500	5500
Insurance	250	250	250	250	250	250
TOTAL EXPENSES	43950	43950	42950	42950	43950	43950
NET INCOME	6050	6050	2050	2050	6050	6050