

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Southpointe OBGYN, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 27-1435938	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 125 Olde Greenwich Drive, Suite 160 Fredericksburg, VA <div style="text-align: right; font-size: small;">ZIP Code 22408</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Fredericksburg City	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

Location of Principal Assets of Business Debtor (if different from street address above):

<p style="text-align: center;">Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p style="text-align: center;">Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p style="text-align: center;">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p style="text-align: center;">Nature of Debts (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p style="text-align: center;">Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <p>Check if:</p> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <p>Check all applicable boxes:</p> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<p>Statistical/Administrative Information *** Robert S. Westermann 43294 ***</p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center; font-size: small;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>	<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000		
<p>Estimated Assets</p> <table style="width:100%; text-align: center; font-size: small;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input checked="" type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<p>Estimated Liabilities</p> <table style="width:100%; text-align: center; font-size: small;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Southpointe OBGYN, LLC</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See Attachment	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

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

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):
Southpointe OBGYN, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Robert S. Westermann
Signature of Attorney for Debtor(s)

Robert S. Westermann 43294
Printed Name of Attorney for Debtor(s)

Hirschler Fleischer, P.C.
Firm Name

The Edgeworth Building
P.O. Box 500
Richmond, VA 23218-0500

Address

Email: rmcburney@hf-law.com

804-771-9500 Fax: 804-644-0957
Telephone Number

October 7, 2013
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Dana P. Tate
Signature of Authorized Individual

Dana P. Tate
Printed Name of Authorized Individual

President
Title of Authorized Individual

October 7, 2013
Date

In re Southpointe OBGYN, LLC, Debtor Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
DANTRA Healthcare, Inc. Eastern District of Virginia	13- Affiliate	10/07/13 Unassigned
King George Medical Center, Ltd Eastern District of Virginia	13- Affiliate	10/07/13 Unassigned
S. A. Medical of Virginia Eastern District of Virginia	13- Affiliate	10/07/13 Unassigned

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Southpointe OBGYN, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Medicorp Properties Management 2300 Fall Hill Ave Suite 206 Fredericksburg, VA 22401	Medicorp Properties Management 2300 Fall Hill Ave Suite 206 Fredericksburg, VA 22401			21,072.40
Hologic LP 24506 Network PI Chicago, IL 60673-1245	Hologic LP 24506 Network PI Chicago, IL 60673-1245	Trade debt		13,477.90
PSS PO Box 741378 Atlanta, GA 30374-1378	PSS PO Box 741378 Atlanta, GA 30374-1378	Trade debt		4,786.73
Conceptus Dept 33513 PO Box 39000 San Francisco, CA 94139	Conceptus Dept 33513 PO Box 39000 San Francisco, CA 94139	Trade debt		4,577.19
Micro Development Services PO Box 72945 Phoenix, AZ 85050	Micro Development Services PO Box 72945 Phoenix, AZ 85050			3,353.74
TheraCom 9717 Key West Ave Rockville, MD 20850	TheraCom 9717 Key West Ave Rockville, MD 20850	Trade debt		3,053.70
Pratt Medical Center PO Box 1460 Fredericksburg, VA 22402	Pratt Medical Center PO Box 1460 Fredericksburg, VA 22402	Trade debt		2,700.00
Verizon P.O. Box 660720 Dallas, TX 75266	Verizon P.O. Box 660720 Dallas, TX 75266	Trade debt		1,897.84
Appletree Answering Service 26428 Network PI Chicago, IL 60673-1264	Appletree Answering Service 26428 Network PI Chicago, IL 60673-1264	Trade debt		1,793.65
Nixon 500 Centerport Blvd New Castle, DE 19720	Nixon 500 Centerport Blvd New Castle, DE 19720	Trade debt		1,047.56
BB Marketing 7012 Lombard Ln. Fredericksburg, VA 22407	BB Marketing 7012 Lombard Ln. Fredericksburg, VA 22407	Trade debt		954.05

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

In re **Southpointe OBGYN, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Henry Schein 135 Duryea Rd Melville, NY 11747	Henry Schein 135 Duryea Rd Melville, NY 11747	Trade debt		951.48
GE Healthcare Financial P.O. Box 640944 Pittsburgh, PA 15264	GE Healthcare Financial P.O. Box 640944 Pittsburgh, PA 15264	Trade debt		912.67
Cooper Surgical 95 Corporate Dr. Trumbull, CT 06611	Cooper Surgical 95 Corporate Dr. Trumbull, CT 06611	Trade debt		882.06
Physician's Edge 2300 Fall Hill Ave. Suite 418 Fredericksburg, VA 22401	Physician's Edge 2300 Fall Hill Ave. Suite 418 Fredericksburg, VA 22401	Trade debt		375.00
Medidoctors 2300 Fall Hill Ave. Suite 418 Fredericksburg, VA 22401	Medidoctors 2300 Fall Hill Ave. Suite 418 Fredericksburg, VA 22401			350.00
Infinity Technologies 4820 Southpointe Dr. #105 Fredericksburg, VA 22407	Infinity Technologies 4820 Southpointe Dr. #105 Fredericksburg, VA 22407	Trade debt		254.50
Hanover Insurance PO Box 580045 Charlotte, NC 28258-0045	Hanover Insurance PO Box 580045 Charlotte, NC 28258-0045	Worker's Comp Insurance		253.00
Diamond Springs PO Box 38668 Henrico, VA 23231	Diamond Springs PO Box 38668 Henrico, VA 23231	Trade debt		204.25
Virginia Partners Bank P.O. Box 8029 Fredericksburg, VA 22408	Virginia Partners Bank P.O. Box 8029 Fredericksburg, VA 22408		Unliquidated	Unknown

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

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

Date October 7, 2013

Signature /s/ Dana P. Tate
Dana P. Tate
President

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

Appletree Answering Service
26428 Network Pl
Chicago, IL 60673-1264

BB Marketing
7012 Lombard Ln.
Fredericksburg, VA 22407

Conceptus
Dept 33513
PO Box 39000
San Francisco, CA 94139

Cooper Surgical
95 Corporate Dr.
Trumbull, CT 06611

Diamond Springs
PO Box 38668
Henrico, VA 23231

GE Healthcare Financial
P.O. Box 640944
Pittsburgh, PA 15264

Hanover Insurance
PO Box 580045
Charlotte, NC 28258-0045

Henry Schein
135 Duryea Rd
Melville, NY 11747

Hologic LP
24506 Network Pl
Chicago, IL 60673-1245

Infinity Technologies
4820 Southpointe Dr. #105
Fredericksburg, VA 22407

Medicorp Properties Management
2300 Fall Hill Ave Suite 206
Fredericksburg, VA 22401

Medidoctors
2300 Fall Hill Ave. Suite 418
Fredericksburg, VA 22401

Micro Development Services
PO Box 72945
Phoenix, AZ 85050

Nixon
500 Centerport Blvd
New Castle, DE 19720

Physician's Edge
2300 Fall Hill Ave. Suite 418
Fredericksburg, VA 22401

Pratt Medical Center
PO Box 1460
Fredericksburg, VA 22402

PSS
PO Box 741378
Atlanta, GA 30374-1378

TheraCom
9717 Key West Ave
Rockville, MD 20850

Verizon
P.O. Box 660720
Dallas, TX 75266

Virginia Partners Bank
P.O. Box 8029
Fredericksburg, VA 22408

**United States Bankruptcy Court
Eastern District of Virginia**

In re Southpointe OBGYN, LLC Debtor(s) Case No. _____ Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Southpointe OBGYN, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

October 7, 2013
Date

/s/ Robert S. Westermann
Robert S. Westermann 43294
Signature of Attorney or Litigant
Counsel for Southpointe OBGYN, LLC
Hirschler Fleischer, P.C.
The Edgeworth Building
P.O. Box 500
Richmond, VA 23218-0500
804-771-9500 Fax:804-644-0957
rmcburney@hf-law.com

1:01 PM

09/26/13

Accrual Basis

Document Page 10 of 58
Southpointe OBGYN, LLC**Balance Sheet**

As of September 26, 2013

Sep 26, 13

ASSETS	
Current Assets	
Checking/Savings	
11000 · Southpointe OBGYN Operating	38,955.18
11050 · Petty Cash	150.00
Total Checking/Savings	39,105.18
Accounts Receivable .	
11100 · Accounts Receivable	118,464.88
Total Accounts Receivable	118,464.88
Other Current Assets	
12100 · Interco with Dantra	403.06
Total Other Current Assets	403.06
Total Current Assets	157,973.12
Fixed Assets	
15000 · Furniture and Equipment	50,338.85
15400 · Signage	936.60
16100 · Medical Equipment	58,070.71
17000 · Accumulated Depreciation	-61,244.92
Total Fixed Assets	48,101.24
TOTAL ASSETS	206,074.36
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	76,471.58
Total Accounts Payable	76,471.58
Other Current Liabilities	
21100 · MWH Line of credit 200K	200,000.00
21700 · Accrued Rents Payable	36,186.46
22010 · HCA Ln Hegwood	153,834.93
22020 · HCA Jackson	104,230.79
22030 · PRA Moffitt	220,519.41
22040 · HCA Hilliard	58,066.94
22050 · PRA McCarter	145,596.62
23000 · current portion of LT debt	35,719.30
Total Other Current Liabilities	954,154.45
Total Current Liabilities	1,030,626.03
Long Term Liabilities	
21000 · VA Part. 450k lc	449,322.78
21050 · VA Part 175k cap	76,894.23
28750 · less cur port LT debt	-35,719.30
Total Long Term Liabilities	490,497.71
Total Liabilities	1,521,123.74
Equity	
31000 · Capital- Dantra Healthcare	-509,869.21
31200 · Capital-Virginia OBGYN	-509,869.21
31300 · Capital MWHC Holding	-250,612.68
Net Income	-44,698.28
Total Equity	-1,315,049.38
TOTAL LIABILITIES & EQUITY	206,074.36

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Document Page 11 of 58
Southpointe OBGYN, LLC**Profit & Loss**

January 1 through September 26, 2013

09/26/13

Accrual Basis

Jan 1 - Sep 26, 13

Ordinary Income/Expense	
Income	
43700 · Fee for Service Income	1,119,036.85
47100 · Delivery fees paid to others	550.00
47150 · Hospitalist services	126,275.00
47300 · Refunds	-8,131.00
Total Income	1,237,730.85
Expense	
60000 · Advertising and Promotion	439.17
60100 · ASP (EMR monthly fee)	27,623.95
60300 · Billing Service	37,669.66
60400 · Bank Service Charges	131.73
61700 · Computer and Internet Expenses	30.00
62000 · Continuing Education	13,591.15
62100 · Credentialing	500.00
62200 · Credit card settlement fees	2,179.20
62400 · Depreciation Expense	10,435.49
62500 · Dues and Subscriptions	3,393.00
63300 · Insurance Expense	
63310 · Malpractice Insurance	31,892.62
63320 · Liability Insurance	502.50
63330 · Medical Insurance	22,148.46
63340 · dental & dbl Insurance	8,583.42
63350 · Workmens comp	2,133.00
63360 · AFLAC	963.96
63380 · Life Insurance (key-man)	705.20
63300 · Insurance Expense - Other	12,511.00
Total 63300 · Insurance Expense	79,440.16
63400 · Interest Expense	19,223.85
63700 · Licenses & Fees	5,848.15
64400 · Medical Records and Supplies	3,092.45
64500 · Medical Waste Removal	330.00
66000 · Payroll Expenses	
66005 · Gross Wages	757,387.63
66015 · FUI	353.66
66020 · Medicare Company	9,660.92
66030 · Social Security Company	33,821.87
66040 · VA Unemployment	1,584.94
66050 · IRA company portion	18,767.68
66990 · payroll service	1,803.78
66000 · Payroll Expenses - Other	1,912.29
Total 66000 · Payroll Expenses	825,292.77
66500 · Postage & shipping	1,306.43
66700 · Professional Fees	
66710 · Legal Fees	45.50
66715 · Accounting	2,261.00
Total 66700 · Professional Fees	2,306.50
67100 · Rent Expense	
67150 · Rent Equipment	5,323.69
67100 · Rent Expense - Other	75,184.69
Total 67100 · Rent Expense	80,508.38
67200 · Repairs and Maintenance	
67210 · equipment repairs	525.64
67200 · Repairs and Maintenance - Other	345.00
Total 67200 · Repairs and Maintenance	870.64
6770 · Supplies	
6785 · Medical Supplies	54,918.25
6790 · Office Supplies	6,485.63
Total 6770 · Supplies	61,403.88

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Southpointe OBGYN, LLC**Profit & Loss****January 1 through September 26, 2013**

09/26/13

Accrual Basis

	<u>Jan 1 - Sep 26, 13</u>
68000 · Shredding Service	280.00
68100 · Telephone Expense	
68110 · Answering Service	4,650.15
68100 · Telephone Expense - Other	5,031.07
Total 68100 · Telephone Expense	9,681.22
68200 · Training	291.09
68401 · meals	462.34
68500 · Uniforms	1,932.04
68800 · Website maintenance	443.97
68950 · Taxes- local	2,277.06
69000 · Allocated Expenses	0.00
Total Expense	1,190,984.28
Net Ordinary Income	46,746.57
Other Income/Expense	
Other Expense	
80000 · Ask My Accountant	91,444.85
Total Other Expense	91,444.85
Net Other Income	-91,444.85
Net Income	-44,698.28

Seamonte OBGYN, LLC

Statement of Cash Flows
January 1 through September 27, 2013

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09/27/13

	Jan 1 - Sep 27, 13
OPERATING ACTIVITIES	
Net Income	-41,586.66
Adjustments to reconcile Net Income to net cash provided by operations:	
11100 · Accounts Receivable	-12,820.00
20000 · Accounts Payable	-3,460.22
21100 · MWH Line of credit 200K	100,000.00
24000 · Payroll Liabilities	-8,471.68
24010 · Accrued Payroll	-53,091.80
Net cash provided by Operating Activities	-19,430.36
INVESTING ACTIVITIES	
17000 · Accumulated Depreciation	10,435.49
Net cash provided by Investing Activities	10,435.49
FINANCING ACTIVITIES	
21050 · VA Part 175k cap	-23,485.21
31000 · Capital- Dantra Healthcare	-24,893.33
31200 · Capital-Virginia OBGYN	-24,893.33
31300 · Capital MWHC Holding	-16,595.54
32000 · Retained Earnings	66,382.20
Net cash provided by Financing Activities	-23,485.21
Net cash increase for period	-32,480.08
Cash at beginning of period	74,696.88
Cash at end of period	<u>42,216.80</u>

Document Page 14 of 58
Form 1065 Return Summary

For calendar year 2012, or tax year beginning _____, and ending _____

SOUTHPOINTE OBGYN, LLC ██████████ 5938

Ordinary Business Income (Loss)

Total income	1,706,440	
Total deductions	(1,836,812)	
Ordinary Business Income (Loss)		<u><u>-130,372</u></u>

Analysis of Net Income (Loss), Line 1

Ordinary business income (loss)	-130,372	
Net rental real estate income (loss)		
Other net rental income (loss)		
Guaranteed payments		
Interest income		
Ordinary dividends		
Royalties		
Net short-term capital gain (loss)		
Net long-term capital gain (loss)		
Net section 1231 gain (loss)		
Other income (loss)		
Section 179 deduction	()	
Contributions	()	
Investment interest expense	()	
Section 59(e)(2) expenditures	()	
Other deductions	()	
Total foreign taxes paid / accrued	()	
Analysis of Net Income (Loss), Line 1		<u><u>-130,372</u></u>

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Form 8804 - Foreign Partner Withholding

Total number of foreign partners		
Effectively connected taxable income		
Total withholding tax		
Payments	()	
Estimated tax penalty	_____	
Withholding Tax Due (Overpaid)		<u><u>0</u></u>

Analysis of Net Income (Loss)

Analysis, line 1	-130,372
Analysis, line 2	-130,372
Difference	<u><u>0</u></u>

Schedule L

	Beginning of Year	End of Year
Assets	62,218	91,374
Liabilities	1,180,745	1,340,423
Capital	-1,118,527	-1,249,049
	<u>62,218</u>	<u>91,374</u>
Liabilities and capital		
	<u>0</u>	<u>0</u>
Difference		

Analysis of Net Income (Loss) and M-1/M-3 Reconciliation

Analysis, line 1	-130,372
Schedule M-1, line 9	-130,372
Schedule M-3, page 2, line 26(d)	
Difference	<u><u>0</u></u>

Partners' Capital

	Schedule M-2	Schedule K-1
Beginning balance	-1,118,527	-1,118,527
Contributions	0	0
Lines 3, 4, and 7	-130,522	-130,522
Distributions	(0)	(0)
Ending balance	<u><u>-1,249,049</u></u>	<u><u>-1,249,049</u></u>

Form **8879-PE**

IRS e-file Signature Authorization for Form 1065

OMB No. 1545-2042

④ Do not send to the IRS. Keep for your records.

④ See instructions.

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax year beginning _____, ending _____

Name of partnership

Employer identification number

SOUTHPOINTE OBGYN, LLC

5938

Part I Return Information (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	1,559,533
2	Gross profit (Form 1065, line 3)	2	1,559,533
3	Ordinary business income (loss) (Form 1065, line 22)	3	-130,372
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II Declaration and Signature Authorization of General Partner or Limited Liability Company Member Manager (Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a general partner or limited liability company member manager of the above partnership and that I have examined a copy of the partnership's 2012 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic return of partnership income. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income.

General Partner or Limited Liability Company Member Manager's PIN: check one box only

- I authorize **WOODCOCK & ASSOCIATES, PC** to enter my PIN as my signature on the partnership's 2012 electronically filed return of partnership income. ERO's name do not enter all zeros
- As a general partner or limited liability company member manager of the partnership, I will enter my PIN as my signature on the partnership's 2012 electronically filed return of partnership income.

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General partner or limited liability company member manager's signature ④ _____
 Title ④ **LLC MEMBER** **DANTRA HEALTHCARE, INC** Date ④ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return of partnership income for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ④ _____ Date ④ **03/11/13**

ERO Must Retain This Form — See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

Form **1065**

U.S. Return of Partnership Income

OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax year beginning _____, ending _____

2012

◆ Information about Form 1065 and its separate instructions is at www.irs.gov/form1065.

A Principal business activity HEALTH CARE	Print or type.	Name of partnership SOUTHPOINTE OBGYN, LLC	D Employer identification number 5938
B Principal product or service MEDICAL PRAC		Number, street, and room or suite no. If a P.O. box, see the instructions. PO BOX 845	E Date business started 11/13/2009
C Business code number 621111		City or town, state, and ZIP code FREDERICKSBURG VA 22404	F Total assets (see the instructions) \$ 91,374

G Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return
(6) Technical termination - also check (1) or (2)

H Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ◆

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ◆ **3**

J Check if Schedules C and M-3 are attached

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a	1,559,533		
	b Returns and allowances	1b			
	c Balance. Subtract line 1b from line 1a			1c 1,559,533	
	2 Cost of goods sold (attach Form 1125-A)			2	
	3 Gross profit. Subtract line 2 from line 1c			3 1,559,533	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6	
	7 Other income (loss) (attach statement)		SEE STATEMENT 1	7 146,907	
	8 Total income (loss). Combine lines 3 through 7			8 1,706,440	
	Deductions (see the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9 1,225,570
		10 Guaranteed payments to partners			10
		11 Repairs and maintenance			11 2,068
		12 Bad debts			12
		13 Rent			13 64,813
		14 Taxes and licenses			14 72,767
		15 Interest		SEE STATEMENT 2	15 29,518
		16a Depreciation (if required, attach Form 4562)	16a	10,082	
		b Less depreciation reported on Form 1125-A and elsewhere on return	16b		16c 10,082
		17 Depletion (Do not deduct oil and gas depletion.)			17
		18 Retirement plans, etc.			18 33,813
	19 Employee benefit programs			19	
20 Other deductions (attach statement)		SEE STATEMENT 3	20 398,181		
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21 1,836,812		
22 Ordinary business income (loss). Subtract line 21 from line 8			22 -130,372		

Sign Here

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 general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member manager _____ Date _____

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

Paid Preparer Use Only	Print/Type preparer's name M. JEANETTE WOODCOCK, CPA	Preparer's signature _____	Date 03/11/13	Check <input type="checkbox"/> if self-employed	PTIN _____
	Firm's name ◆ WOODCOCK & ASSOCIATES, PC	Firm's EIN ◆ _____			
	Firm's address ◆ 818 SOPHIA ST FREDERICKSBURG, VA 22401	Phone no. 540-368-8040			

For Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2012)

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:		Yes	No
a <input type="checkbox"/>	Domestic general partnership		
b <input type="checkbox"/>	Domestic limited partnership		
c <input checked="" type="checkbox"/>	Domestic limited liability company		
d <input type="checkbox"/>	Domestic limited liability partnership		
e <input type="checkbox"/>	Foreign partnership		
f <input type="checkbox"/>	Other <input type="checkbox"/>		

2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person?	X	
--	---	--

3 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X

b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
--	--	---

4 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below		X

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
---	--	---

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
--	--	---

6 Does the partnership satisfy all four of the following conditions?		
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3 If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		

7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
--	--	---

8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?	X	
--	---	--

9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
--	--	---

10 At any time during calendar year 2012, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country.		X
--	--	---

Schedule B Other Information (continued)

	Yes	No
11 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions.		X
13 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly-owned by the partnership throughout the tax year) <input type="checkbox"/>		
14 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
15 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ♦		
16 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ♦		X
17 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ♦		
18a Did you make any payments in 2012 that would require you to file Form(s) 1099? See instructions	X	
b If "Yes," did you or will you file required Form(s) 1099?	X	
19 Enter the number of Form(s) 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return. ♦ 0		
20 Enter the number of partners that are foreign governments under section 892. ♦ 0		

Designation of Tax Matters Partner (see instructions) Enter below the general partner or member-manager designated as the tax matters partner (TMP) for the tax year of this return:

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Name of designated TMP	DANTRA HEALTHCARE, INC	Identifying number of TMP	8010
If the TMP is an entity, name of TMP representative	DANA TATE	Phone number of TMP	540-371-4488
Address of designated TMP	PO BOX 845 FREDERICKSBURG VA 22404		

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	-130,372
	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	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Deductions	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss)	9b	
	c Unrecaptured section 1250 gain (attach statement)	9c	
	10 Net section 1231 gain (loss) (attach Form 4797)	10	
	11 Other income (loss) (see instructions) Type \blacklozenge	11	
	12 Section 179 deduction (attach Form 4562)	12	0
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures:		
	(1) Type \blacklozenge	13c(1)	
	(2) Amount \blacklozenge	13c(2)	
d Other deductions (see instructions) Type \blacklozenge	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	-48,890
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	639,915
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type \blacklozenge	15d	
	e Other rental credits (see instructions) Type \blacklozenge	15e	
	f Other credits (see instructions) Type \blacklozenge	15f	
Foreign Transactions	16a Name of country or U.S. possession \blacklozenge		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category \blacklozenge		
	e General category \blacklozenge		
	f Other \blacklozenge	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense \blacklozenge		
	h Other \blacklozenge		
	Deductions allocated and apportioned at partnership level to foreign source income		
i Passive category \blacklozenge			
j General category \blacklozenge			
k Other \blacklozenge	16k		
l Total foreign taxes (check one): \blacklozenge Paid <input type="checkbox"/> \blacklozenge Accrued <input type="checkbox"/>	16l		
m Reduction in taxes available for credit (attach statement)	16m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	150
	SEE STATEMENT 4		
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
20a Investment income	20a		
b Investment expenses	20b		
c Other items and amounts (attach statement)			

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Analysis of Net Income (Loss)

1	Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l	1	-130,372
2	Analysis by partner type:		
	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)
	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a	General partners		
b	Limited partners	-81,482	-48,890

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		36,683		74,696
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement) SEE STMT 5		403		403
7a	Loans to partners (or persons related to partners)				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
9a	Buildings and other depreciable assets	108,123		109,348	
b	Less accumulated depreciation	82,991	25,132	93,073	16,275
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets		62,218		91,374
Liabilities and Capital					
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year		352,777		585,042
17	Other current liabilities (attach statement) SEE STMT		7,242		8,472
18	All nonrecourse loans				
19a	Loans from partners (or persons related to partners)				
b	Mortgages, notes, bonds payable in 1 year or more		820,733		746,909
20	Other liabilities (attach statement)				
21	Partners' capital accounts		-1,118,527		-1,249,049
22	Total liabilities and capital		62,218		91,374

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

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1	Net income (loss) per books	-130,522	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt interest \$	
3	Guaranteed payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a	Depreciation \$	
a	Depreciation \$		8	Add lines 6 and 7	
b	Travel and entertainment \$ 150		9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-130,372
		150			
5	Add lines 1 through 4	-130,372			

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	-1,118,527	6	Distributions: a Cash	
2	Capital contributed: a Cash		b	Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	-130,522	8	Add lines 6 and 7	
4	Other increases (itemize):		9	Balance at end of year. Subtract line 8 from line 5	-1,249,049
5	Add lines 1 through 4	-1,249,049			

PARTNER# 1 Schedule K-1 (Form 1065)

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning ending

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

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

Table with 4 columns: Line number, Description, Amount, and Other information. Includes rows for Ordinary business income, Net rental real estate income, Other net rental income, Guaranteed payments, Interest income, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain, Net long-term capital gain, Collectibles gain, Unrecaptured section 1250 gain, Net section 1231 gain, Other income, Section 179 deduction, Other deductions, Self-employment earnings, and Distributions.

Part I Information About the Partnership

Part I Information About the Partnership. Fields include: A Partnership's employer identification number (5938), B Partnership's name, address, city, state, and ZIP code (SOUTHPOINTE OBGYN, LLC, PO BOX 845, FREDERICKSBURG VA 22404), C IRS Center where partnership filed return (OGDEN, UT), D Check if this is a publicly traded partnership (PTP).

Part II Information About the Partner

Part II Information About the Partner. Fields include: E Partner's identifying number (8010), F Partner's name, address, city, state, and ZIP code (DANTRA HEALTHCARE, INC, PO BOX 845, FREDERICKSBURG VA 22404), G Partner's role (General partner or LLC member-manager), H Partner type (Domestic partner), I1 What type of entity is this partner? (CORPORATION), I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here, J Partner's share of profit, loss, and capital (see instructions) table, K Partner's share of liabilities at year end, L Partner's capital account analysis table, M Did the partner contribute property with a built-in gain or loss? (No).

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*See attached statement for additional information. For IRS Use Only

PARTNER# 2
Schedule K-1
(Form 1065)

Document
2012

Page 22 of 58

Amended K-1

OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ♦ See back of form and separate instructions.

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) -48,890	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		56
		19	Distributions
12	Section 179 deduction		
13	Other deductions	20	Other information
		Y*	STMT
14	Self-employment earnings (loss) A -48,890		
	C 639,915		
*See attached statement for additional information.			

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Part I Information About the Partnership

A Partnership's employer identification number
5938

B Partnership's name, address, city, state, and ZIP code
SOUTHPOINTE OBGYN, LLC
PO BOX 845
FREDERICKSBURG VA 22404

C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
[REDACTED]

F Partner's name, address, city, state, and ZIP code
VIRGINIA OBGYN PARTNERS, LLC
2761 JEFFERSON DAVIS HIGHWAY
STAFFORD VA 22554

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I1 What type of entity is this partner? **PARTNERSHIP**

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here (see instructions)

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	37.500000 %	37.500000 %
Loss	37.500000 %	37.500000 %
Capital	37.500000 %	37.500000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ **118,550**

Qualified nonrecourse financing \$

Recourse \$ **278,027**

L Partner's capital account analysis:

Beginning capital account \$ **-456,118**

Capital contributed during the year \$

Current year increase (decrease) \$ **-48,946**

Withdrawals & distributions \$ ()

Ending capital account \$ **-505,064**

Tax basis GAAP Section 704(b) book
 Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes," attach statement (see instructions)

For IRS Use Only

PARTNER# 3 Schedule K-1 (Form 1065)

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning ending

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

Table with 4 columns: Line number, Description, Amount, and Special instructions. Includes rows for Ordinary business income, Net rental real estate income, etc.

Part I Information About the Partnership

Form section for Part I: Partnership's employer identification number (5938), name (SOUTHPOINTE OBGYN, LLC), address (PO BOX 845, FREDERICKSBURG, VA 22404), and IRS Center (OGDEN, UT).

Part II Information About the Partner

Form section for Part II: Partner's identifying number, name (MWHC HOLDING COMPANY, INC.), address (2300 FALL HILL AVENUE, SUITE 509, FREDERICKSBURG, VA 22401), entity type (CORPORATION), and capital account analysis.

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Form section for Part III: *See attached statement for additional information. Includes a vertical label 'For IRS Use Only'.

Document Page 24 of 58
Depreciation and Amortization

Form **4562**

OMB No. 1545-0172

Department of the Treasury
Internal Revenue Service (99)

(Including Information on Listed Property)

2012

Attachment Sequence No. **179**

◆ See separate instructions. ◆ Attach to your tax return.

Name(s) shown on return
SOUTHPOINTE OBGYN, LLC

Identifying number
5938

Business or activity to which this form relates
REGULAR DEPRECIATION

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	
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	
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	
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	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 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	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

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	612
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 2012	17	9,439
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		

Section B—Assets Placed in Service During 2012 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
19a	3-year property					
b	5-year property	613	5.0	MQ	200DB	31
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		27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	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	10,082
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.

Form **4562** (2012)

5938
 FYE: 12/31/2012

Federal Statements

Statement 1 - Form 1065, Page 1, Line 7 - Other Income (Loss)

Description	Amount
REIMBURSED EXPENSES	\$ 7,596
PHYSICIAN LOAN FORGIVENESS	139,311
TOTAL	\$ 146,907

Statement 2 - Form 1065, Page 1, Line 15 - Interest

Description	Amount
INTEREST EXPENSE	\$ 29,518
TOTAL	\$ 29,518

Statement 3 - Form 1065, Page 1, Line 20 - Other Deductions

Description	Amount
ADVERTISING AND PROMOTION	\$ 2,027
ASP (EMR MONTHLY FEE)	37,695
BANK SERVICE CHARGES	65
BILLING SERVICE	72,956
COMPUTER AND INTERNET EXPENSE	915
CONTINUEING EDUCATION	7,851
CONTRACT LABOR	406
CREDENTIALING	980
CREDIT CARD SETTLEMENT FEES	2,807
DUES AND SUBSCRIPTIONS	6,019
INSURANCE EXPENSE	139,487
LICENSES & FEES	21,504
MEDICAL SUPPLIES	52,002
MEDICAL WASTE REMOVAL	424
OFFICE SUPPLIES	14,244
PAYROLL SERVICE	1,983
POSTAGE AND SHIPPING	348
PROFESSIONAL FEES	7,973
RENT EQUIPMENT	8,536
SHREDDING SERVICE	578
SUPPLIES	483
TELEPHONE	15,020
TRAINING	38
UNIFORMS	2,515
WEBSITE MAINTENANCE	1,175
MEALS AND ENTERTAIN (50%)	151
TOTAL	\$ 398,181

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5938

Federal Statements

FYE: 12/31/2012

Statement 4 - Form 1065, Schedule K, Line 18c - Nondeductible Expenses

Description	Amount
NONDEDUCTIBLE MEALS AND ENTERTAINMENT	\$ 150
TOTAL	\$ 150

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5938

Federal Statements

FYE: 12/31/2012

Statement 5 - Form 1065, Schedule L, Line 6 - Other Current Assets

Description	Beginning of Year	End of Year
LOAN RECEIVABLE - RELATED PAR	\$ 403	\$ 403
TOTAL	\$ 403	\$ 403

Statement 6 - Form 1065, Schedule L, Line 17 - Other Current Liabilities

Description	Beginning of Year	End of Year
PAYROLL LIABILITIES WITHHELD	\$ 2,934	\$ 8,472
FURNITURE & FIXTURE PAYABLE	4,308	
TOTAL	\$ 7,242	\$ 8,472

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Federal Statements

FYE: 12/31/2012

DANTRA Healthcare, Inc
27-0688010

Schedule K-1, Line 18 - Tax-Exempt Income and Nondeductible Expenses

<u>Code</u>	<u>Description</u>	<u>Amount</u>
C	NONDEDUCTIBLE MEALS AND ENTERTAINMENT	\$ 56

Schedule K-1, Line 20Y - Additional Supplemental Information

<u>Description</u>		
ANALYSIS OF AT RISK VERSUS NOT AT RISK LIABILITIES		
	AT RISK	NOT AT RISK
NONRECOURSE	0	118,550
QUALIFIED NONRECOURSE	0	0
RECOURSE	278,029	0
ADDITIONAL ALTERNATIVE MINIMUM TAX INFORMATION:		
AMT TOTAL DEPRECIATION		3,781
ACE POST-1993 PROPERTY DEPRECIATION		3,781

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Federal Statements

FYE: 12/31/2012

**Virginia OBGYN Partners, LLC
27-2348342**

Schedule K-1, Line 18 - Tax-Exempt Income and Nondeductible Expenses

<u>Code</u>	<u>Description</u>	<u>Amount</u>
C	NONDEDUCTIBLE MEALS AND ENTERTAINMENT	\$ 56

Schedule K-1, Line 20Y - Additional Supplemental Information

<u>Description</u>		
ANALYSIS OF AT RISK VERSUS NOT AT RISK LIABILITIES		
	AT RISK	NOT AT RISK
NONRECOURSE	0	118,550
QUALIFIED NONRECOURSE	0	0
RECOURSE	278,027	0

ADDITIONAL ALTERNATIVE MINIMUM TAX INFORMATION:

AMT TOTAL DEPRECIATION	3,781
ACE POST-1993 PROPERTY DEPRECIATION	3,781

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5938

Federal Statements

FYE: 12/31/2012

**MWHC Holding Company, Inc.
54-1725487**

Schedule K-1, Line 18 - Tax-Exempt Income and Nondeductible Expenses

<u>Code</u>	<u>Description</u>	<u>Amount</u>
C	NONDEDUCTIBLE MEALS AND ENTERTAINMENT	\$ 38

Schedule K-1, Line 20Y - Additional Supplemental Information

<u>Description</u>		
ANALYSIS OF AT RISK VERSUS NOT AT RISK LIABILITIES		
	AT RISK	NOT AT RISK
NONRECOURSE	0	79,033
QUALIFIED NONRECOURSE	0	0
RECOURSE	468,234	0
ADDITIONAL ALTERNATIVE MINIMUM TAX INFORMATION:		
AMT TOTAL DEPRECIATION		2,520
ACE POST-1993 PROPERTY DEPRECIATION		2,520

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Partnership Self-Employment Worksheet

Schedule **K**

2012

For calendar year 2012, or tax year beginning , and ending

Name

Employer Identification Number

SOUTHPOINTE OBGYN, LLC

5938

1a. Ordinary income (loss) (Schedule K, line 1)	1a	-130,372	
b. Net income (loss) from certain rental real estate activities (see instructions)	1b		
c. Net income (loss) from other rental activities (Schedule K, line 3c)	1c		
d. Net loss from Form 4797, Part II, line 17, included on line 1a above. Enter as a positive amount	1d		
e. Combine lines 1a through 1d	1e	-130,372	
2. Net gain from Form 4797, Part II, line 17, included on line 1a above	2		
3a. Subtract line 2 from line 1e. If line 1e is a loss, increase the loss on line 1e by the amount on line 2	3a	-130,372	
b. Part of line 3a allocated to limited partners, estates, trusts, corporations, exempt organizations, and IRAs	3b	-81,482	
c. Subtract line 3b from line 3a. If line 3a is a loss, reduce the loss on line 3a by the amount on line 3b. Include each individual general partner's share in box 14 of Schedule K-1, using code A			3c -48,890
4a. Guaranteed payments to partners (Schedule K, line 4) derived from a trade or business as defined in section 1402(c) (see instructions)	4a		
b. Part of line 4a allocated to individual limited partners for other than services and to estates, trusts, corporations, exempt organizations, and IRAs	4b		
c. Subtract line 4b from line 4a. Include each individual general partner's share and each individual limited partner's share in box 14 of Schedule K-1, using code A			4c
5. Net earnings (loss) from self-employment. Combine lines 3c and 4c. Enter here and on Schedule K, line 14a	5		-48,890

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PARTNER# 1

Document Page 32 of 58

Schedule K-1		Analysis of Partner's K-1, Current Year Increase (Decrease) Worksheet		2012
		For calendar year 2012, or tax year beginning _____, and ending _____		
Partnership Name SOUTHPOINTE OBGYN, LLC			Employer Identification Number ██████████ 5938	
Partner's Name DANTRA HEALTHCARE, INC			Taxpayer Identification Number ██████████ 8010	

Items Included in Current Year Increase (Decrease):

SCHEDULE K ADDITIONS:

ORDINARY INCOME/LOSS	-48,889
-----------------------------	----------------

SUBTOTAL	-48,889
-----------------	----------------

SCHEDULE M-1 SUBTRACTIONS:

MEALS AND ENTERTAINMENT	56
--------------------------------	-----------

SUBTOTAL	56
-----------------	-----------

TOTAL PER SCHEDULE K-1, CURRENT YEAR INCREASE (DECREASE)	-48,945
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PARTNER# 2

Document Page 33 of 58

Schedule	K-1	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number ██████████ 5938
Partner's Name VIRGINIA OBGYN PARTNERS, LLC	Taxpayer Identification Number ██████████

Items Included in Current Year Increase (Decrease):

SCHEDULE K ADDITIONS:

ORDINARY INCOME/LOSS	-48,890
----------------------	---------

SUBTOTAL	-48,890
----------	---------

SCHEDULE M-1 SUBTRACTIONS:

MEALS AND ENTERTAINMENT	56
-------------------------	----

SUBTOTAL	56
----------	----

TOTAL PER SCHEDULE K-1, CURRENT YEAR INCREASE (DECREASE)	-48,946 =====
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PARTNER# 3

Document Page 34 of 58

Schedule K-1	Analysis of Partner's K-1, Current Year Increase (Decrease) Worksheet	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
Partner's Name MWHC HOLDING COMPANY, INC.	Taxpayer Identification Number [REDACTED]

Items Included in Current Year Increase (Decrease):

SCHEDULE K ADDITIONS:

ORDINARY INCOME/LOSS	-32,593
-----------------------------	----------------

SUBTOTAL	-32,593
-----------------	----------------

SCHEDULE M-1 SUBTRACTIONS:

MEALS AND ENTERTAINMENT	38
--------------------------------	-----------

SUBTOTAL	38
-----------------	-----------

TOTAL PER SCHEDULE K-1, CURRENT YEAR INCREASE (DECREASE)	-32,631
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Partner's Self-Employment Worksheet

Schedule K-1	For calendar year 2012, or tax year beginning _____, and ending _____	2012
---------------------	---	-------------

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number ██████████ 5938
---	--

Partner's Name VIRGINIA OBGYN PARTNERS, LLC	Taxpayer Identification Number ██████████
---	--

1a. Ordinary income (loss) (Schedule K, line 1)	1a	-48,890
b. Net income (loss) from certain rental real estate activities (see instructions)	1b	
c. Net income (loss) from other rental activities (Schedule K, line 3c)	1c	
d. Net loss from Form 4797, Part II, line 17, included on line 1a above. Enter as a positive amount	1d	
e. Combine lines 1a through 1d	1e	-48,890
2. Net gain from Form 4797, Part II, line 17, included on line 1a above	2	
3a. Subtract line 2 from line 1e. If line 1e is a loss, increase the loss on line 1e by the amount on line 2	3a	-48,890
4a. Guaranteed payments to partners (Schedule K, line 4) derived from a trade or business as defined in section 1402(c) (see instructions)	4a	
5. Net earnings (loss) from self-employment. Combine lines 3a and 4a. Enter here and on Schedule K, line 14a	5	-48,890

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PARTNER# 1

Document Page 36 of 58

Partner's Basis Worksheet, Page 1

Schedule K-1	For calendar year 2012, or tax year beginning _____, and ending _____	2012
---------------------	---	-------------

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number ██████████ 5938
Partner's Name DANTRA HEALTHCARE, INC	Taxpayer Identification Number ██████████ 8010

Beginning of year **0**

Increases:

Capital contributions:	Cash	Property (adjusted basis)	
"Excess" depletion			
Income items:	Ordinary income		
	Net income from rental real estate activities		
	Net income from other rental activities		
	Interest		
	Dividends		
	Royalties		
	Net short-term capital gain		
	Net long-term capital gain		
	Other portfolio income		
	Net gain under section 1231		
	Other income		
	Tax-exempt interest and other income		
Other increases:	Transfer of capital		
	Gain (loss) on disposition of section 179 assets		

Distributions:	Cash	Property (adjusted basis)	
Increase (decrease) in share of partnership liabilities	P/Y	P/Y	
		576,042	836,579
			20,537

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Subtotal **20,537**
Distribution in excess of partner basis

Decreases:

Noncap items:	Nondeductible expenses		56
	Charitable contributions		
	Foreign taxes		
Loss items:	Ordinary loss		20,481
	Net loss from rental real estate activities		
	Net loss from other rental activities		
	Royalties		
	Net short-term capital loss		
	Net long-term capital loss		
	Other portfolio loss		
	Net loss under section 1231		
	Other losses		
	Section 179 expense		
	Deductions related to portfolio income		
	Other deductions		
	Interest expense on investment debts		
	Section 59(e)(2) expenditures		

Depletion **20,481**
Other decreases:

End of year **0**

Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

PARTNER# 1

Document Page 37 of 58

Partner's Basis Worksheet, Page 2

Schedule K-1	For calendar year 2012, or tax year beginning _____, and ending _____	2012
Partnership Name SOUTHPOINTE OBGYN, LLC		Employer Identification Number ██████████ 5938
Partner's Name DANTRA HEALTHCARE, INC		Taxpayer Identification Number ██████████ 8010

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncapital expts:						
Nondeductible expenses		56	56	100.00	56	
Charitable contributions						
Foreign taxes						
Total nonded noncapital expts		56	56		56	
Losses and deductions:						
Ordinary loss	80,074	48,889	128,963	100.00	20,481	108,482
Rental real estate loss						
Other rental activity loss						
Royalties						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss						
Other losses						
Section 179 expense						
Portfolio income deductions						
Other deductions						
Investment debt interest						
Sect 59(e)(2) expenditures						
Depletion						
Total losses and deductions	80,074	48,889	128,963		20,481	108,482

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*Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

PARTNER# 2

Document Page 38 of 58

Partner's Basis Worksheet, Page 1

Schedule K-1	For calendar year 2012, or tax year beginning	and ending	2012
---------------------	---	------------	-------------

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
Partner's Name VIRGINIA OBGYN PARTNERS, LLC	Taxpayer Identification Number

Beginning of year 0

Increases:

Capital contributions: Cash Property (adjusted basis)

"Excess" depletion

Income items: Ordinary income

 Net income from rental real estate activities

 Net income from other rental activities

 Interest

 Dividends

 Royalties

 Net short-term capital gain

 Net long-term capital gain

 Other portfolio income

 Net gain under section 1231

 Other income

 Tax-exempt interest and other income

Other increases: Transfer of capital

 Gain (loss) on disposition of section 179 assets

Distributions: Cash Property (adjusted basis)

Increase (decrease) in share of partnership liabilities P/Y 576,040 C/Y 836,577 20,537

Subtotal 20,537

Distribution in excess of partner basis

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Decreases:

Noncap items: Nondeductible expenses 56

 Charitable contributions

 Foreign taxes 20,481

Loss items: Ordinary loss 20,481

 Net loss from rental real estate activities

 Net loss from other rental activities

 Royalties

 Net short-term capital loss

 Net long-term capital loss

 Other portfolio loss

 Net loss under section 1231

 Other losses

 Section 179 expense

 Deductions related to portfolio income

 Other deductions

 Interest expense on investment debts

 Section 59(e)(2) expenditures

Depletion 20,481

End of year 0

Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

PARTNER# 2

Document Page 39 of 58

Partner's Basis Worksheet, Page 2

Schedule K-1	For calendar year 2012, or tax year beginning _____, and ending _____	2012
Partnership Name SOUTHPOINTE OBGYN, LLC		Employer Identification Number ██████████ 5938
Partner's Name VIRGINIA OBGYN PARTNERS, LLC		Taxpayer Identification Number ██████████

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncapital expts:						
Nondeductible expenses		56	56	100.00	56	
Charitable contributions						
Foreign taxes						
Total nonded noncapital expts		56	56		56	
Losses and deductions:						
Ordinary loss	80,078	48,890	128,968	100.00	20,481	108,487
Rental real estate loss						
Other rental activity loss						
Royalties						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss						
Other losses						
Section 179 expense						
Portfolio income deductions						
Other deductions						
Investment debt interest						
Sect 59(e)(2) expenditures						
Depletion						
Total losses and deductions	80,078	48,890	128,968		20,481	108,487

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*Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

PARTNER# 3

Document Page 40 of 58

Partner's Basis Worksheet, Page 1

Schedule K-1	For calendar year 2012, or tax year beginning , and ending	2012
---------------------	--	-------------

Partnership Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
Partner's Name MWHC HOLDING COMPANY, INC.	Taxpayer Identification Number

Beginning of year **222,370**

Increases:

Capital contributions:	Cash	Property (adjusted basis)
"Excess" depletion		
Income items:	Ordinary income	
	Net income from rental real estate activities	
	Net income from other rental activities	
	Interest	
	Dividends	
	Royalties	
	Net short-term capital gain	
	Net long-term capital gain	
	Other portfolio income	
	Net gain under section 1231	
	Other income	
	Tax-exempt interest and other income	
Other increases:	Transfer of capital	
	Gain (loss) on disposition of section 179 assets	

Distributions:	Cash	Property (adjusted basis)	
Increase (decrease) in share of partnership liabilities	P/Y	28,665	P/Y 5,7267
			118,604

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Subtotal **340,974**

Distribution in excess of partner basis

Decreases:

Noncap items:	Nondeductible expenses	38
	Charitable contributions	
	Foreign taxes	
Loss items:	Ordinary loss	32,593
	Net loss from rental real estate activities	
	Net loss from other rental activities	
	Royalties	
	Net short-term capital loss	
	Net long-term capital loss	
	Other portfolio loss	
	Net loss under section 1231	
	Other losses	
	Section 179 expense	
	Deductions related to portfolio income	
	Other deductions	
	Interest expense on investment debts	
	Section 59(e)(2) expenditures	

Depletion **32,593**

Other decreases:

End of year **308,343**

Schedule K-1 Summary Worksheet

Form **1065**

2012

For calendar year 2012, or tax year beginning , and ending

Partnership Name

Employer Identification Number

SOUTHPOINTE OBGYN, LLC

5938

Partner Name

SSN/EIN

Column A	DANTRA HEALTHCARE, INC	[REDACTED]
Column B	VIRGINIA OBGYN PARTNERS, LLC	[REDACTED]
Column C	MWHC HOLDING COMPANY, INC.	[REDACTED]
Column D		

Schedule K Items	Column A	Column B	Column C	Column D	SCH K TOTAL
1 Ordinary income	-48,889	-48,890	-32,593		-130,372
2 Net income-rent					
3c Net inc-oth rent					
4 Guaranteed pmts					
5 Interest income					
6a Ordinary dividends					
6b Qual dividends					
7 Royalties					
8 Net ST capital gain					
9a Net LT capital gain					
9b Collectibles 28% gain					
9c Unrecap sec 1250					
10 Net sec 1231 gain					
11 Other income					
12 Sec 179 deduction					
13a Contributions					
13b Invest interest exp					
13c Sec 59(e)(2) exp					
13d Other deductions					
14a Net SE earnings		-48,890			-48,890
14b Gross farming inc					
14c Gross nonfarm inc		639,915			639,915
15a Low-inc house 42j5					
15b Low-inc house other					
15c Qualif rehab exp					
15d Rental RE credits					
15e Other rental credits					
15f Other credits					
16b Gross inc all src					
16c-f Tot foreign income					
16g-kTot foreign deds					
16l-mTotal foreign taxes					
17a Depr adjustment					
17b Adj gain or loss					
17c Depletion					
17d Inc-oil/gas/geoth					
17e Ded-oil/gas/geoth					
17f Other AMT items					
18a Tax-exempt int					
18b Other tax-exempt					
18c Nonded expense	56	56	38		150
19a Cash distributions					
19b Property distributions					
20a Invest income					
20b Invest expense					

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Form **1065**

Reconciliation of Partners' Basis Worksheet

2012

For calendar year 2012, or tax year beginning , and ending

Partnership Name

Employer Identification Number

SOUTHPOINTE OBGYN, LLC

5938

Partner Number	Partner Name	Beginning Basis	Increases	Distribution in Excess of Basis	Allowed Decreases	Ending Basis
1	DANTRA HEALTHCARE, INC	0	20,537	0	20,537	0
2	VIRGINIA OBGYN PARTNERS, LLC	0	20,537	0	20,537	0
3	MWHC HOLDING COMPANY, INC.	222,370	118,604	0	32,631	308,343

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Total this page	222,370	159,678	0	73,705	308,343
Total all pages	<u>222,370</u>	<u>159,678</u>	<u>0</u>	<u>73,705</u>	<u>308,343</u>

Form **1065**

Reconciliation of Partners' Capital Accounts Worksheet

2012

For calendar year 2012, or tax year beginning , and ending

Partnership Name

Employer Identification Number

SOUTHPOINTE OBGYN, LLC

5938

Partner Number	Partner Name	Beginning Capital	Capital Contributed	Lines 3, 4, & 7 Schedule M-2	Withdrawals & Distributions	Ending Capital
1	DANTRA HEALTHCARE, INC	-456,116	0	-48,945	0	-505,061
2	VIRGINIA OBGYN PARTNERS, LLC	-456,118	0	-48,946	0	-505,064
3	MWHC HOLDING COMPANY, INC.	-206,293	0	-32,631	0	-238,924

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Total this page	-1,118,527	0	-130,522	0	-1,249,049
Total all pages	-1,118,527	0	-130,522	0	-1,249,049

5938

Federal Statements

FYE: 12/31/2012

Form 1065, Page 1, Line 11 - Repairs and Maintenance

<u>Description</u>	<u>Amount</u>
REPAIRS & MAINTENANCE	\$ 703
EQUIPMENT REPAIRS	1,365
TOTAL	\$ <u>2,068</u>

Form 1065, Page 1, Line 14 - Taxes

<u>Description</u>	<u>Amount</u>
MEDICARE COMPANY	\$ 17,510
PAYROLL - FUI	615
SOCIAL SECURITY COMPANY	43,112
TAXES - LOCAL	10,571
VA UNEMPLOYMENT	959
TOTAL	\$ <u>72,767</u>

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5938

Federal Statements

FYE: 12/31/2012

Form 1065, Schedule L, Line 1 - Cash

Description	Beginning of Year	End of Year
SOUTHPOINTE OBGYN OPERATING	\$ 36,685	\$ 74,546
ROUNDING ADJUSTMENT	-2	
PETTY CASH		150
TOTAL	\$ 36,683	\$ 74,696

Form 1065, Schedule L, Line 9b - Accumulated Depreciation

Description	Beginning of Year	End of Year
ACCUMULATED DEPRECIATION	\$ 82,991	\$ 93,073
TOTAL	\$ 82,991	\$ 93,073

Form 1065, Schedule L, Line 16 - Mortgage, Notes, Bonds Payable Less Than 1 Yr

Description	Beginning of Year	End of Year
VA PART 350K LC	\$ 322,000	\$ 449,323
CURRENT PORTION OF LT DEBT	30,770	35,719
MWH LINE OF CREDIT 200K		100,000
TOTAL	\$ 352,770	\$ 585,042

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Form 1065, Schedule L, Line 19b - Mortgage, Notes, Bonds Payable in 1 Yr or More

Description	Beginning of Year	End of Year
VA PART 175K CAP	\$ 133,713	\$ 100,379
HCA LOAN HEGWOOD	153,835	153,835
HCA JACKSON	170,061	104,231
LESS CURRENT PORTION OF LT DE	-30,770	-35,719
PRA MOFFITT	173,325	220,519
HCA HILLIARD	64,021	58,067
PRA MCCARTER	156,548	145,597
TOTAL	\$ 820,733	\$ 746,909

Form 1065	Two Year Comparison Worksheet, Page 1	2011 & 2012
------------------	--	------------------------

Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
---------------------------------------	---

		2011	2012	Differences
Income	Gross receipts less returns and allowances	635,505	1,559,533	924,028
	Cost of goods sold			
	Gross profit	635,505	1,559,533	924,028
	Ordinary income (loss) from other partnerships, etc.			
	Net farm profit (loss)			
	Net gain (loss) from Form 4797			
	Other income (loss)	58,921	146,907	87,986
	Total income (loss)	694,426	1,706,440	1,012,014
Deductions	Salaries and wages (other than to partners)	851,248	1,225,570	374,322
	Guaranteed payments to partners			
	Repairs and maintenance	1,953	2,068	115
	Bad debts			
	Rent	117,120	64,813	-52,307
	Taxes and licenses	59,236	72,767	13,531
	Interest	17,711	29,518	11,807
	Depreciation	19,628	10,082	-9,546
	Depletion			
	Retirement plans, etc.	10,900	33,813	22,913
	Employee benefit programs			
	Other deductions	309,549	398,181	88,632
	Total deductions	1,387,345	1,836,812	449,467
Ordinary business income (loss)	-692,919	-130,372	562,547	

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Form 1065	Two Year Comparison Worksheet, Page 2	2011 & 2012
-------------------------	--	------------------------

Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
---------------------------------------	---

		2011	2012	Differences
Income (Loss)	Ordinary business income (loss)	-692,919	-130,372	562,547
	Net rental real estate income (loss)			
	Net other rental income (loss)			
	Guaranteed payments			
	Interest income			
	Ordinary dividends			
	Qualified dividends			
	Royalties			
	Net short-term capital gain (loss)			
	Net long-term capital gain (loss)			
	Net section 1231 gain (loss)			
	Other income (loss)			
Deductions	Section 179 deduction			
	Contributions			
	Investment interest expense			
	Section 59(e)(2) expenditures			
	Other deductions			
Self-Employment	Net earnings (loss) from self-employment	-259,845	-48,890	210,955
	Gross farm or fishing income			
	Gross nonfarm income	260,410	639,915	379,505
Credits	Low-income housing credit (section 42(j)(5))			
	Low-income housing credit (other)			
	Qualified rehab expenditures (rental real estate)			
	Other rental real estate credit			
	Other rental credits			
Foreign Transactions	Total foreign gross income			
	Total foreign deductions			
	Total foreign taxes paid and accrued			
	Reduction in taxes available for credit			
Alternative Minimum Tax (AMT) Items	Post-1986 depreciation adjustment			
	Adjusted gain or loss			
	Depletion (other than oil and gas)			
	Oil, gas, and geothermal properties - gross income			
	Oil, gas, and geothermal properties - deductions			
Other Information	Other AMT items			
	Tax-exempt interest income			
	Other tax-exempt income			
	Nondeductible expenses	702	150	-552
	Distributions of cash and marketable securities			
	Distributions of other property			
	Investment income			
	Investment expenses			
	Net income (loss)	-692,919	-130,372	562,547

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Form 1065	Two Year Comparison Worksheet, Page 3	2011 & 2012
------------------	--	------------------------

Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number ██████████ 5938
---------------------------------------	--

		2011	2012	Differences
Schedule L	Beginning assets	90,788	62,218	-28,570
	Beginning liabilities and capital	90,788	62,218	-28,570
	Ending assets	62,218	91,374	29,156
	Ending liabilities and capital	62,218	91,374	29,156
Schedule M-1	Net income (loss) per books	-693,621	-130,522	563,099
	Taxable income not on books			
	Guaranteed payments (other than health ins)			
	Book expenses not deducted	702	150	-552
	Income on books not on return			
	Return deductions not on books			
	Income per return	-692,919	-130,372	562,547
Schedule M-2	Balance at beginning of year	-424,906	-1,118,527	-693,621
	Cash contributions			
	Property contributions			
	Net income (loss) per books	-693,621	-130,522	563,099
	Other increases			
	Cash distributions			
	Property distributions			
	Other decreases			
Balance at end of year	-1,118,527	-1,249,049	-130,522	
Schedule M-3	Total income (loss) items:			
	Income (loss) per income statement			
	Temporary difference			
	Permanent difference			
	Income (loss) per tax return			
	Total expense/deduction items:			
	Expense per income statement			
	Temporary difference			
	Permanent difference			
	Deduction per tax return			
	Other items with no differences			
	Reconciliation totals:			
	Income (loss) per income statement			
	Temporary difference			
	Permanent difference			
Income (loss) per tax return				

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Form **1065**

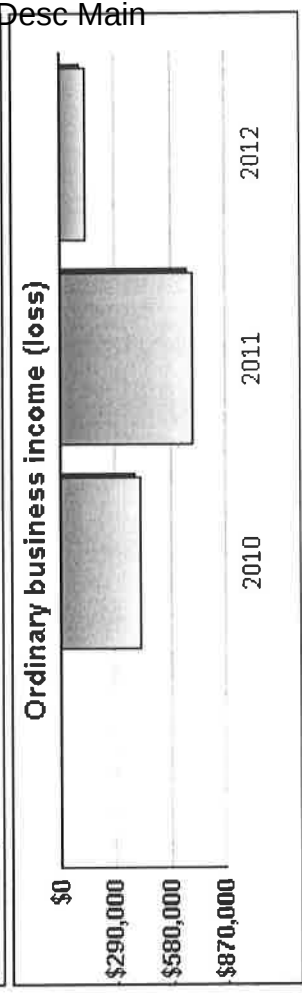
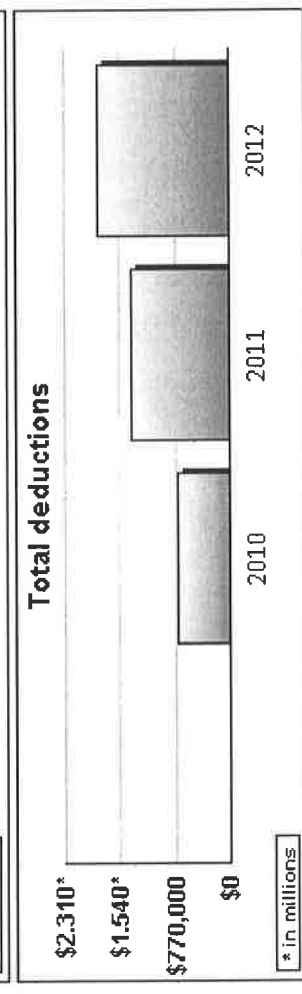
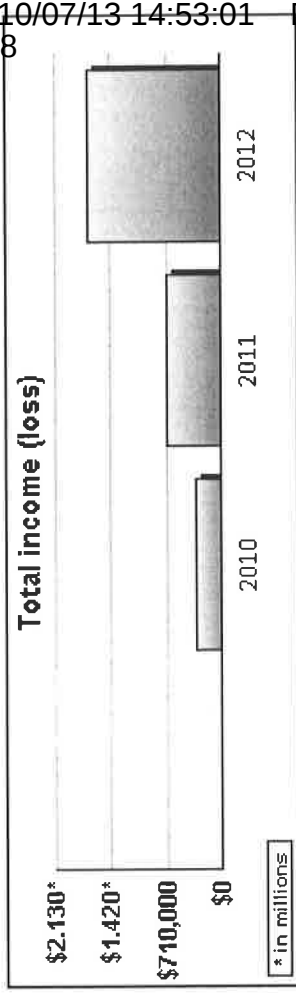
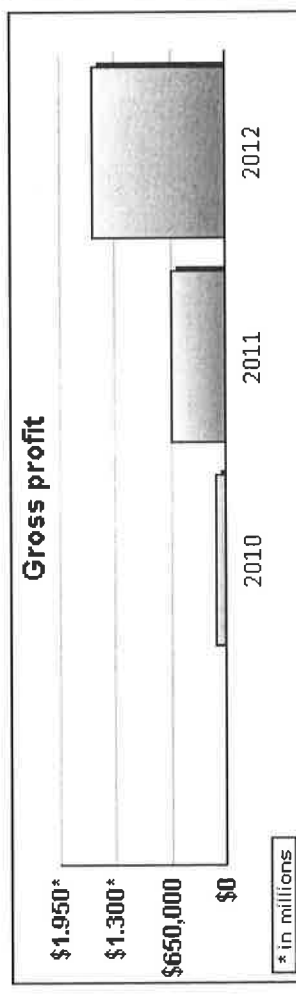
Tax Return History Report, Page 1

2012

Name: **SOUTHPOINTE OBGYN, LLC**
 Employer Identification Number: **5938**

	2010	2011	2012
Net gross receipts			
Cost of goods sold	104,675	635,505	1,559,533
Gross profit	104,675	635,505	1,559,533
Gross profit percentage	100.0000	100.0000	100.0000
Other trade or business income (loss)	211,728	58,921	146,907
Total income (loss)	316,403	694,426	1,706,440
Salaries and wages	283,063	851,248	1,225,570
Guaranteed payments to partners			
Bad debts			
Rent	83,044	117,120	64,810
Taxes and licenses	22,787	59,236	72,760
Interest	9,106	17,711	29,518
Depreciation	63,363	19,628	10,080
Other trade or business deductions	279,148	322,402	434,062
Total deductions	74,551	1,387,345	1,836,812
Ordinary business income (loss)	241,852	-692,919	-130,372

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Form **1065**

Tax Return History Report, Page 2

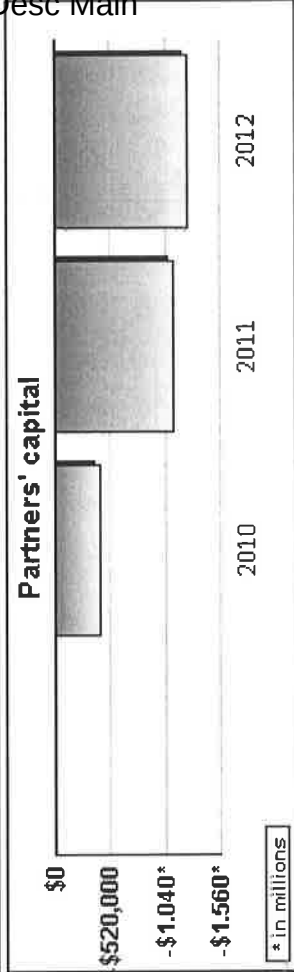
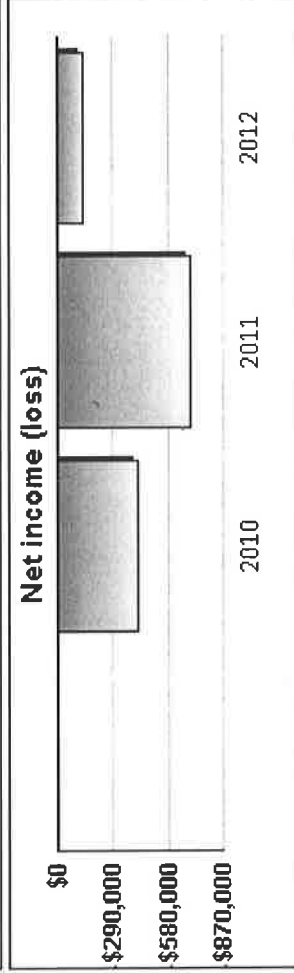
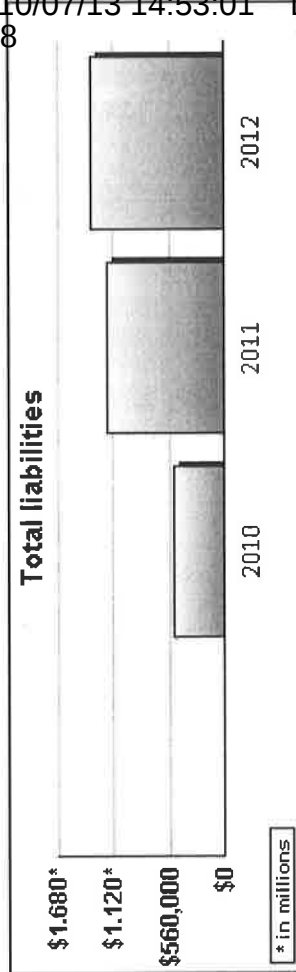
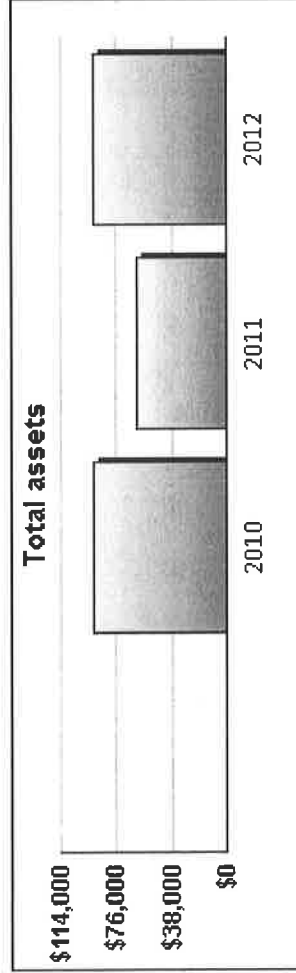
2012

Name
SOUTHPOINTE OBGYN, LLC

Employer Identification Number
[REDACTED] **5938**

	2010	2011	2012
Ordinary business income (loss)			
Net rental real estate income (loss)			
Other net rental income (loss)			
Guaranteed payments			
Interest, dividends, and royalties			
Total capital gain (loss)			
Net section 1231 gain (loss)			
Other income (loss)			
Section 179 deduction			
Contributions			
Other Schedule K deductions			
Total foreign taxes			
Net income (loss)	-424,108	-692,919	-130,372
Schedule L, Total assets	90,788	62,218	91,374
Schedule L, Total liabilities	31,664	1,180,745	1,340,423
Schedule M-2, Capital contributed			
Schedule M-2, Net income per books			
Schedule M-2, Distributions			
Schedule M-2, Ending partners' capital	-424,906	-693,621	-130,529
	-424,906	-1,118,527	-1,249,049

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Virginia Return Summary

For calendar year 2012, or tax year beginning , and ending

SOUTHPOINTE OBGYN, LLC

5938

Form 502

Distributive Income / Deductions		Credits	
Total taxable income	-130,372	Total nonrefundable credits	0
Total deductions	0	Total refundable credits	0
Tax-exempt interest income	0		
Allocation and Apportionment		Withholding Tax	
Income allocated to Virginia	0	Total withholding tax due	0
Income allocated outside Virginia	0	Withholding tax paid	0
Apportionable income	-130,372	Penalties and interest on withholding tax	0
Apportionment percentage	100.00	Penalty on Form 502	0
		Amount due / (overpayment)	0
Virginia Modifications		Credit to next year	0
Total additions	0	Refund	0
Total subtractions	11,249		

Form 200

Litter Tax Return

Total litter tax
Penalty
Interest
Balance due

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Form 765

Unified Nonresident Individual Return	Estimates
Unified nonresident income	First estimate
Unified nonresident income tax	Second estimate
Estimated tax paid	Third estimate
Extension payment	Fourth estimate
Total credits	
Addition to tax	
Penalty	
Interest	
Overpayment	
Amount due	
Credit to next year	
Refund	

2012 Virginia Form 502

Pass-Through Entity Return of Income and Return of Nonresident Withholding Tax



Department of Taxation P.O. Box 1500 Richmond, VA 23218-1500

FISCAL or SHORT Year Filer: Beginning Date ; Ending Date

Official Use Only

Preparer's FEIN, PTIN or SSN Check if VK-1s filed by Web Upload

By checking the box to the right, I (we) authorize the Department of Taxation to discuss this return with the undersigned preparer.

Check if: Initial return Amended return Final return Name change Address change Change in fiscal year Unified nonresident return filed Electing large partnership Subject to Bank Franchise Tax

Table with 3 columns: Federal Employer ID Number, Date of Formation, Entity Type, Entity Name, Date Operations Began in Virginia, NAICS, Number and Street, State or Country Where Incorporated or Organized, Description of Business Activity, City or Town, State and ZIP Code.

Number And Types Of Owners

Count all owners that were issued a federal Schedule K-1 for the taxable year and enter:

- a. The total number of owners (Include individuals and any other entity types) 3
b. The total number of nonresident owners (See instructions)
c. Total amount withheld for nonresident owners (Total of Line e from all Schedules VK-1) .00
d. If entity is exempt from withholding, enter exemption code (See instructions)

Distributive Or Pro Rata Income And Deductions - See instructions.

- 1. Total of taxable income amount -130,372.00
2. Total of deductions .00
3. Tax-exempt interest income .00

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Allocation And Apportionment - Check if electing manufacturer's alternative weighted sales computation

- 4. Income allocated to Virginia (From Schedule 502A, Section C, Line 2) .00
5. Income allocated outside of Virginia (From Schedule 502A, Section C, Line 3(e)) .00
6. Apportionable income (from Schedule 502A, Section C, Line 4) -130,372.00
7. Virginia apportionment percentage (From Schedule 502A, Section B, percent from Line 1 or Line 2(g) or 100%) 100.00%

Virginia Additions - See Schedule 502ADJ For Other Additions

- 8. Fixed-date conformity - depreciation .00
9. Fixed-date conformity - other .00
10. Net income tax or other tax used as a deduction in determining taxable income (See instr.) .00
11. Interest on municipal or state obligations other than from Virginia .00
12. Total additions from attached Schedule 502 ADJ, Section A, Line 5 .00
13. Total additions (Add Lines 8-12) .00

Virginia Subtractions - See Schedule 502ADJ For Other Subtractions

- 14. Fixed-date conformity - depreciation 11,249.00
15. Fixed-date conformity - other .00
16. Income from obligations of the United States .00
17. Total subtractions from attached Schedule 502ADJ, Section B, Line 5 .00
18. Total subtractions (Add Lines 14-17) 11,249.00

Virginia Tax Credits And Related Information From Schedule 502ADJ

- 19. Total nonrefundable credits (From attached Schedule 502ADJ, Section C, Line 35) .00
20. Total refundable credits (From attached Schedule 502ADJ, Section C, Line 43) .00

2012 Va. Form 502

Name SOUTHPOINTE OBGYN, LLC Document Page 53 of 58



Page 2 Federal Employer ID Number [REDACTED] 5938

Section 1: Withholding Payment Reconciliation

- 1. Total withholding tax due for nonresident owners .00
2. Total withholding tax paid (Entity's own payments only - see instructions) .00
3. Overpayment (If Line 2 is greater than Line 1, subtract Line 1 from Line 2) .00
4. Balance of tax due (If Line 2 is less than Line 1, subtract Line 2 from Line 1) .00

Section 2: Penalty and Interest Charges on Withholding Tax

- 5. Extension penalty (will apply if Line 4 is more than 10% of Line 1 and return is filed within extension period) .00
6. Late filing penalty (may apply if there is a balance due on Line 4 and Form 502 is being filed more than six months after the original due date) .00
7. Interest (may apply if there is a balance due on Line 4) .00
8. Total penalty and interest charges due (add Line 5 or Line 6 (whichever applies) to Line 7) .00

Section 3: Penalty for Late Filing of Form 502

- 9. If Form 502 is being filed more than six months after the original due date, or more than 30 days after the federal extended due date, enter \$1,200 .00

Section 4: Disposition of Overpayment

- 10. Net overpayment. Compare Line 6 and Line 9. If Line 6 is greater than Line 9, subtract Line 8 from Line 3. If Line 9 is greater than Line 6, subtract Line 7 and Line 9 from Line 3. If Line 8 or Line 9 exceeds Line 3, go to Line 13 below .00
11. Amount of overpayment to be credited to 2013 .00
12. Amount of overpayment to be refunded .00

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Section 5: Total Payment Due With Form 502

- 13. Balance of tax due from Line 4 plus extension penalty on Line 5, if applicable .00
14. Interest charges on withholding tax from Line 7 .00
15. Late filing penalty. Enter the greater of Line 6 or Line 9 .00
16. Total payment due (Add Line 13, Line 14 and Line 15) or (net of Line 3 and Line 8 or Line 3 and Lines 7 and 9) whichever applies. If an overpayment, enclose in parentheses. .00

I, the undersigned owner and authorized representative of the pass-through entity for which this return is made, declare under the penalties provided by law that this return (including any accompanying schedules, statements and attachments) has been examined by me and is, to the best of my knowledge and belief, a true, correct, and complete return, made in good faith, for the taxable year stated, pursuant to the tax laws of the Commonwealth of Virginia. A preparer other than the authorized representative declares the same, and such declaration is based on all information of which he or she has any knowledge.

(Signature and Phone Number of Owner or Authorized Representative)

(Title)

(Date)

WOODCOCK & ASSOCIATES, PC
818 SOPHIA ST
FREDERICKSBURG, VA 22401
540-368-8040

03/11/13

(Individual or Firm, Signature of Preparer, Phone Number, and Address)

(Date)

Approved Vendor Code

1022

Attach a copy of your federal return to Form 502.

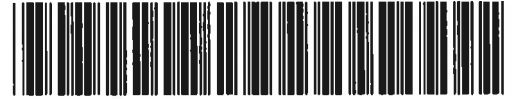
If you filed a Schedule VK-1 for each owner online using Web Upload, do not attach a copy to the Form 502.

Important: Please do not attach federal Schedules K-1 for each owner.

Do Not Attach Form 765 With This Return - Mail to Address On Form 765.

PARTNER# 1
2012 Virginia
Schedule VK-1
(Form 502)

Owner's Share of Income And
Virginia Modifications And Credits



Check If -

- Final If SHORT Period Return: Beginning Date _____; Ending Date _____
- Amended Return Owner is Participating in an Individual Unified Nonresident Return

Owner Information

Pass-Through Entity (PTE) Information

Name DANTRA HEALTHCARE, INC	FEIN or SSN [REDACTED] 8010	Name SOUTHPOINTE OBGYN, LLC	FEIN [REDACTED] 5938
Address PO BOX 845		Address PO BOX 845	Tax Year End Date 12/31/12
Address		Address	
City or Town, State And ZIP Code FREDERICKSBURG VA 22404		City or Town, State And ZIP Code FREDERICKSBURG VA 22404	

Additional Owner Information

- a. Date Owner Acquired Interest In The Pass-Through Entity (MM/DD/YYYY) 11/13/2009
- b. Owner's Entity Type (Enter code; see instructions) SC
- c. Owner's Participation Type (Enter code; see instructions) LLM
- d. Owner's Participation Percentage (Example: 47.35%; see instructions.) 37.50 %
- e. Amount Withheld by PTE for Owner .00
- f. If Owner or Entity is exempt from withholding enter exemption code (see instructions)

Distributive or Pro Rata Income and Deductions

See instructions.

- 1. Total of Taxable Income Amounts 1. -48,889.00
- 2. Total of Deductions 2. .00
- 3. Tax-Exempt Interest Income .00

Allocation and Apportionment

- 4. Income Allocated To Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 2) 4. .00
- 5. Income Allocated Outside Of Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 3(e)) 5. .00
- 6. Apportionable Income (Owner's Share From PTE's Schedule 502A, Section C, Line 4) 6. -48,889.00
- 7. Virginia Apportionment Percentage (From PTE's Schedule 502A, Section B, percent from Line 1 or Line 2(g) or 100%) 7. 100.00 %

Virginia Additions - Owner's Share

- 8. Fixed-date Conformity - Depreciation 8. .00
 - 9. Fixed-date Conformity - Other 9. .00
 - 10. Net Income Tax Or Other Tax Used As A Deduction In Determining Taxable Income (see instr.) 10. .00
 - 11. Interest On Municipal Or State Obligations Other Than From Virginia 11. .00
 - 12. Other additions (See Instructions for Schedule 502ADJ for Addition Codes.)
- | | | | |
|------|----------------|------|----------------|
| Code | Amount | Code | Amount |
| 12a | [REDACTED] .00 | 12b | [REDACTED] .00 |
| 12c | [REDACTED] .00 | 12d | [REDACTED] .00 |
- 13. Total additions (add Lines 8-11 and 12a-12d) 13. .00

Virginia Subtractions - Owner's Share

- 14. Fixed-date Conformity - Depreciation 14. 4,218.00
 - 15. Fixed-date Conformity - Other 15. .00
 - 16. Income From Obligations Of The United States 16. .00
 - 17. Other subtractions (See Instructions for Schedule 502ADJ for Subtraction Codes.)
- | | | | |
|------|----------------|------|----------------|
| Code | Amount | Code | Amount |
| 17a | [REDACTED] .00 | 17b | [REDACTED] .00 |
| 17c | [REDACTED] .00 | 17d | [REDACTED] .00 |
- 18. Total Subtractions (Add Lines 14-16 and 17a-17d) 18. 4,218.00

PARTNER# 2
2012 Virginia
Schedule VK-1
(Form 502)

Owner's Share of Income And
Virginia Modifications And Credits



Check If -

Final If SHORT Period Return: Beginning Date ; Ending Date
Amended Return Owner is Participating in an Individual Unified Nonresident Return

Owner Information

Pass-Through Entity (PTE) Information

Table with 4 columns: Name, FEIN or SSN, Address, City or Town, State And ZIP Code. Rows for VIRGINIA OBGYN PARTNERS, LLC and SOUTHPOINTE OBGYN, LLC.

Additional Owner Information

- a. Date Owner Acquired Interest In The Pass-Through Entity (MM/DD/YYYY) 11/13/2009
b. Owner's Entity Type (Enter code; see instructions) LL
c. Owner's Participation Type (Enter code; see instructions) LLM
d. Owner's Participation Percentage (Example: 47.35%; see instructions.) 37.50 %
e. Amount Withheld by PTE for Owner .00
f. If Owner or Entity is exempt from withholding enter exemption code (see instructions)

Distributive or Pro Rata Income and Deductions

See instructions.

- 1. Total of Taxable Income Amounts 1. -48,890.00
2. Total of Deductions 2. .00
3. Tax-Exempt Interest Income 3. .00

Allocation and Apportionment

- 4. Income Allocated To Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 2) 4. .00
5. Income Allocated Outside Of Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 3(e)) 5. .00
6. Apportionable Income (Owner's Share From PTE's Schedule 502A, Section C, Line 4) 6. -48,890.00
7. Virginia Apportionment Percentage (From PTE's Schedule 502A, Section B, percent from Line 1 or Line 2(g) or 100%) 7. 100.00 %

Virginia Additions - Owner's Share

- 8. Fixed-date Conformity - Depreciation 8. .00
9. Fixed-date Conformity - Other 9. .00
10. Net Income Tax Or Other Tax Used As A Deduction In Determining Taxable Income (see instr.) 10. .00
11. Interest On Municipal Or State Obligations Other Than From Virginia 11. .00
12. Other additions (See Instructions for Schedule 502ADJ for Addition Codes.)

Table with 4 columns: Code, Amount, Code, Amount. Rows 12a, 12b, 12c, 12d.

- 13. Total additions (add Lines 8-11 and 12a-12d) 13. .00

Virginia Subtractions - Owner's Share

- 14. Fixed-date Conformity - Depreciation 14. 4,219.00
15. Fixed-date Conformity - Other 15. .00
16. Income From Obligations Of The United States 16. .00
17. Other subtractions (See Instructions for Schedule 502ADJ for Subtraction Codes.)

Table with 4 columns: Code, Amount, Code, Amount. Rows 17a, 17b, 17c, 17d.

- 18. Total Subtractions (Add Lines 14-16 and 17a-17d) 18. 4,219.00

PARTNER# 3
2012 Virginia
Schedule VK-1
(Form 502)

Owner's Share of Income And
Virginia Modifications And Credits



Check If -

- Final **If SHORT Period Return: Beginning Date _____; Ending Date _____**
- Amended Return Owner is Participating in an Individual Unified Nonresident Return

Owner Information

Pass-Through Entity (PTE) Information

Name MWHC HOLDING COMPANY, INC.	FEIN or SSN [REDACTED]	Name SOUTHPOINTE OBGYN, LLC	FEIN [REDACTED] 5938
Address 2300 FALL HILL AVENUE, SUITE 509		Address PO BOX 845	Tax Year End Date 12/31/12
Address		Address	
City or Town, State And ZIP Code FREDERICKSBURG VA 22401		City or Town, State And ZIP Code FREDERICKSBURG VA 22404	

Additional Owner Information

- a. Date Owner Acquired Interest In The Pass-Through Entity (MM/DD/YYYY) 09/10/2010
- b. Owner's Entity Type (Enter code; see instructions) CC
- c. Owner's Participation Type (Enter code; see instructions) LLM
- d. Owner's Participation Percentage (Example: 47.35%; see instructions.) 25.00 %
- e. Amount Withheld by PTE for Owner .00
- f. If Owner or Entity is exempt from withholding enter exemption code (see instructions) _____

Distributive or Pro Rata Income and Deductions

See instructions.

- 1. Total of Taxable Income Amounts 1. -32,593.00
- 2. Total of Deductions 2. .00
- 3. Tax-Exempt Interest Income .00

Allocation and Apportionment

- 4. Income Allocated To Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 2) 4. .00
- 5. Income Allocated Outside Of Virginia (Owner's Share From PTE's Schedule 502A, Section C, Line 3(e)) 5. .00
- 6. Apportionable Income (Owner's Share From PTE's Schedule 502A, Section C, Line 4) 6. -32,593.00
- 7. Virginia Apportionment Percentage (From PTE's Schedule 502A, Section B, percent from Line 1 or Line 2(g) or 100%) 7. 100.00 %

Virginia Additions - Owner's Share

- 8. Fixed-date Conformity - Depreciation 8. .00
 - 9. Fixed-date Conformity - Other 9. .00
 - 10. Net Income Tax Or Other Tax Used As A Deduction In Determining Taxable Income (see instr.) 10. .00
 - 11. Interest On Municipal Or State Obligations Other Than From Virginia 11. .00
 - 12. Other additions (See Instructions for Schedule 502ADJ for Addition Codes.)
- | | | | |
|------|------------|------|------------|
| Code | Amount | Code | Amount |
| 12a | <u>.00</u> | 12b | <u>.00</u> |
| 12c | <u>.00</u> | 12d | <u>.00</u> |
- 13. Total additions (add Lines 8-11 and 12a-12d) 13. .00

Virginia Subtractions - Owner's Share

- 14. Fixed-date Conformity - Depreciation 14. 2,812.00
 - 15. Fixed-date Conformity - Other 15. .00
 - 16. Income From Obligations Of The United States 16. .00
 - 17. Other subtractions (See Instructions for Schedule 502ADJ for Subtraction Codes.)
- | | | | |
|------|------------|------|------------|
| Code | Amount | Code | Amount |
| 17a | <u>.00</u> | 17b | <u>.00</u> |
| 17c | <u>.00</u> | 17d | <u>.00</u> |
- 18. Total Subtractions (Add Lines 14-16 and 17a-17d) 18. 2,812.00

Form 502	Virginia Form 4562 Depreciation and Amortization Worksheet	2012
For calendar year 2012, or taxable year beginning _____, and ending _____		

Name(s) shown on return SOUTHPOINTE OBGYN, LLC	Identifying number ██████████ 5938
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Business or activity to which this form relates
REGULAR DEPRECIATION

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	
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	
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	
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	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 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	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

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(h)(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 2012	17	21,270
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 2012 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
19a 3-year property						
b 5-year property		1,225	5.0	MQ	200DB	61
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	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a 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	21,331
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.

Form 502	VA Two Year Comparison Worksheet	2011 & 2012
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Name SOUTHPOINTE OBGYN, LLC	Employer Identification Number 5938
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		2011	2012	Differences
Form 502	Total of taxable income amounts	-692,919	-130,372	562,547
	Total of deductions			
	Tax-exempt interest income			
	Income allocated to Virginia			
	Income allocated outside of Virginia			
	Apportionable income	-692,919	-130,372	562,547
	Virginia apportionment percentage	100.00	100.00	0.00
	Fixed-date conformity - depreciation			
	Fixed-date conformity - other			
	Net income tax or other based on net income			
	Interest on state obligations other than Virginia			
	Total additions from Schedule 502 ADJ, Section A			
	Total additions			
	Fixed-date conformity - depreciation	12,498	11,249	-1,249
	Fixed-date conformity - other			
	Interest from obligations of the United States			
	Total subtractions from Schedule 502 ADJ, Section A			
	Total subtractions	12,498	11,249	-1,249
	Total nonrefundable credits			
	Total refundable credits			
	Total withholding tax due for nonresident owners	0	0	0
	Total withholding tax paid			
	Penalty			
	Interest			
	Tax due (overpayment)	0	0	0
Amount of overpayment to be credited to next year's tax				
Amount of overpayment refunded				
Form 200	Total litter tax			
	Penalty			
	Interest			
	Balance due	0	0	0
Form 765	Virginia income			
	Total additions			
	Total subtractions			
	Virginia taxable income			
	Amount of tax			
	Estimated tax paid			
	Extension payment			
	Total credits			
	Additions to tax - Form 760C			
	Penalty			
	Interest			
	Tax due (overpayment)	0	0	0
	Amount of overpayment to be credited to next year's tax			
Amount of overpayment refunded				

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