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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

IN RE:

AP&E PROPERTIES, LLC.

CASE NO. 16-50282

CHAPTER 11

DEBTOR.

DISCLOSURE STATEMENT

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I. INTRODUCTION

This is the disclosure statement (the “Disclosure Statement”) in the chapter 11 case of AP&E Properties, Inc. (the “Debtor”). This Disclosure Statement contains information about the Debtor and describes the Amended Plan of Reorganization (the “Plan”) filed by AP&E Properties on _____. A full copy of the Plan is attached to this Disclosure Statement as **Exhibit A**. *Your rights may be affected. You should read the Plan and this Disclosure Statement carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.*

The proposed distributions under the Plan are discussed at pages 5-8 of this Disclosure Statement. General unsecured creditors are classified in Class U, and will receive a distribution of \$15.75, to be distributed pro-rata on a quarterly basis for five years for a total of \$315.00.

A. Purpose of This Document

This Disclosure Statement describes:

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

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

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

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

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

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

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and confirm the Plan will take place on _____, 2017, in Magistrate Courtroom, 2nd Floor, Robert C. Byrd United States Courthouse, 110 North Heber Street, Beckley, West Virginia.

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

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

Lemon Law Office
122 ½ N. Court Street
Lewisburg, WV 24901

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

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

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

Objections to this Disclosure Statement or to the confirmation of the Plan must be filed with the Court and served upon Debtor's Counsel, George L. Lemon, 122 ½ N. Court Street, Lewisburg, WV 24901 by _____, 2017.

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

If you want additional information about the Plan, you should contact Debtor's Counsel, George L. Lemon, 122 ½ N. Court Street, Lewisburg, WV 24901 by _____, 2017.

C. Disclaimer

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

II. BACKGROUND

A. Description of the Debtor's Business and Events Leading to Bankruptcy

AP&E Properties is a residential rental business located in Beckley, West Virginia. Sole Member, James P. Wills is a Sargent Major in the United States Army was on active duty until December 31, 2016. Mr. Wills manages/operates the business. While Mr. Wills was serving on active duty, the business started falling behind on mortgage payments and taxes. The rental business was strongly affected when the local college went bankrupt. College students are the majority of tenants in AP&E Properties, LLC. A new college has purchased the campus relocating in excess of 300 million in infrastructure from

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Montgomery to Beckley. Therefore, the calendar year 2018 student population is projected at 1,700 students in the Beckley area. These factors will have a positive impact on AP&E Properties, LLC.

On average, AP&E Properties, LLC generates \$6,000.00 in gross revenues per month.

James P. Wills sought bankruptcy petition for AP&E Properties, LLC on November 14, 2016. At the time of filing, monthly secured debt payments were approximately \$6,000.00. Outstanding tax obligations were \$20,630.81, it became necessary for James P. Wills to seek feasible repayment terms for secured debts, unsecured debts, and tax obligations.

B. Significant Events During the Bankruptcy Case

C. Projected Recovery of Avoidable Transfers

The Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

D. Claims Objections

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

E. Current and Historical Financial Conditions

1. Unaudited Business Income and Expense Statements, for years 2013, 2014 and 2015 from filed tax returns attached hereto as **Exhibit C**.
2. The most recent Monthly Operating Report filed by the Debtor is attached hereto as **Exhibit D**.
3. The identity and fair market value of the estate's assets are listed in the Liquidation Analysis, attached as **Exhibit E**.
4. Summary of Pre and Post-Petition Cash Receipts and Disbursements for AP&E Properties, LLC, attached hereto as **Exhibit F**.
5. Projection of Future Cash Receipts and Disbursements for AP&E Properties, LLC attached hereto as **Exhibit G**.
6. Cash on hand on the effective date of the Plan, attached as **Exhibit H**.

With respect to the financial projections prepared by the Debtor set forth in **Exhibits G**, such projections have been reasonably prepared in good faith and on a basis reflecting the best currently

available estimates as to the future operating and financial performance of the Debtor. In estimating the future operating and financial performance of the Debtor, the Debtor has reviewed certain historical financial information, reviewed internal financial and operating data; considered the current status of the residential rental industry; considered economic and industry information relevant to the operating business; and conducted such other analysis as deemed appropriate.

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

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

As required by the Code, the Plan places claims and equity interests in various classes and describes the treatment each class will receive. The categories of claims and the estimated finally allowed amounts of such class of claims are set forth on the **List of Creditors attached as EXHIBIT B**. The Plan also states whether each class of claims or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by the Plan.

B. Unclassified Claims

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

1. *Administrative Expenses*

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

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

<u>Type</u>	<u>Estimated Amount Owed</u>	<u>Proposed Treatment</u>
Expenses Arising in the Ordinary Course of Business After the Petition Date	\$ 0	Paid in full on the effective date of the Plan, or according to terms of obligation if later
The Value of Goods Received in the Ordinary Course of Business Within 20 Days Before the Petition Date	\$ 0	Paid in full on the effective date of the Plan, or according to terms of obligation if later

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Professional Fees, as approved by the Court.	\$ 7,500.00 (estimate)	Paid in full upon approval by the Court or as otherwise agreed by Debtor and Counsel
Clerk's Office Fees	\$ 0	Paid in full on the effective date of the Plan
Other administrative expenses	\$ 0	Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	\$ 650.00	Paid in full on the effective date of the Plan
TOTAL	\$ 8,150.00	

2. *Priority Tax Claims*

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

The following chart lists the Debtor's estimated §507(a)(8) priority tax claims and their proposed treatment under the Plan:

Description (name and type of tax)	Estimated Amount Owed	Date of Assessment	Treatment
R. Steven Tincher Sheriff of Raleigh County	20,630.81	2015 and 2016 Real Property Tax 310 Virginia St 202 Wyoming St 400 Hartley St 106 Stanley St 134 Query St 215 Murray St 515 Temple St 304 Temple St 307 Virginia St 108 Stanly St 194 Central Ave 608 Central Ave	Pmt interval = Monthly Monthly payment = \$343.85 Begin date = 1 st of month after confirmation End date = 60 months Interest Rate % = 0% Total Payout Amount = \$20,630.81

C. Classes of Claims and Equity Interests

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

1. Classes of Secured Claims

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under §506 of the Code. If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will be classified as a general unsecured claim, unless otherwise provided in the Plan.

The Debtor may, at any time following confirmation, sell any of its real properties, subject to BB&T's approval of the terms of sale. All net sale proceeds shall be paid to BB&T and applied against the claim secured by the real property sold.

BB&T's claims are subject to increase in amount for the reasonable attorney's fees and expenses that BB&T incurs following the bankruptcy filing. At the time of confirmation of a plan, BB&T will disclose its post-petition fees to counsel for the Debtor. Debtor shall have an opportunity to object to the fees. The fees, as approved by the Court or agreed upon by the parties, shall be added to BB&T's secured claims and paid as the parties may agree.

The following chart lists all classes containing Debtor's secured prepetition claims and their proposed treatment under the Plan:

<u>Class #</u>	<u>Description</u>	<u>Insider? (Yes or No)</u>	<u>Impairment</u>	<u>Treatment</u>
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<p>S-1</p>	<p>BB&T</p> <p>Collateral description = Property located at 515 Temple St, 304 Temple St, and 100 Catlett St</p> <p>Allowed Secured Amount = \$55,292.57</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$428.35</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 6.99</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>
<p>S-2</p>	<p>BB&T</p> <p>Collateral description = Property located at 202 Wyoming St, 400 Hartley St, and 100 Catlett St</p> <p>Allowed Secured Amount = \$63,549.96</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$492.32</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 6.99</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>

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	<p>BB&T</p> <p>Collateral description = Property located at 106 Stanley St, 134 Quarry St, 215 Murray St, 100 Catlett</p> <p>Allowed Secured Amount = \$98,127.28</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$760.19</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 6.99</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>
	<p>BB&T</p> <p>Collateral description = Property located at Virginia St (12,700 sq ft)</p> <p>Allowed Secured Amount = \$32,752.80</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$239.40</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 6.25</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>

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	<p>BB&T</p> <p>Collateral description = Property located at Virginia St</p> <p>Allowed Secured Amount = \$31,047.67</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$204.90</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 5</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>
	<p>BB&T</p> <p>Collateral description = Property located at 194 Central Ave</p> <p>Allowed Secured Amount = \$138,382.02</p>	<p>No</p>	<p>Impaired</p>	<p>Monthly Pmt = \$962.89</p> <p>Pmts Begin = 3/20/2017</p> <p>Pmts End = 2/20/2037</p> <p>Interest rate % = 5.64</p> <p>Treatment of Lien = Deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.</p>

2. General Unsecured Claims

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

The following chart identifies the Plan's proposed treatment of unsecured claims against the

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Debtor:

Class #	Description	Impairment	Treatment
U	General Unsecured Class Total General Unsecured Claims= \$315.00	Impaired	Quarterly Pmt = \$15.75 Pmts Begin = 30 days after Effective Date Pmts End = 5 Years Estimated percent of 100%

4. *Equity Interest Holders*

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

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

Class #	Description	Impairment	Treatment
O	James P. Wills	Unimpaired	All Property Vested with Debtor

D. **Means of Implementing the Plan**

1. *Source of Payments*

The Debtor projects that future cash receipts will approximate the average receipts of the Debtor for the one year period of March 2016–February 2017. The current disbursements are used in the projection for future disbursements. (The historical average is set forth in **Exhibits F**). According to the figures set forth in **Exhibit F**, Debtor will be able to provide for the payments set forth in the Plan. See Exhibit A. With few exceptions, the average receipts and disbursements over this one year period were used by the debtor to project future cash receipts and disbursements. **See Exhibits H**. The historical financial data for the Debtor serves as a conservative indicator for performance for projected future periods. The Debtor projects sufficient cash receipts to pay all secured and priority claims in full and pay 100% distribution to unsecured creditors. Future payments will be based upon the efficient management of the Debtor’s cash, and are contingent upon retention of customers and continued rental company operation.

E. **Risk Factors**

Unanticipated events and circumstances occurring subsequent to the date that the Plan may be approved could affect the actual financial results of the Debtor’s operations. These variations could

materially and adversely affect the ability of the reorganized Debtor to make payments with respect to post-effective date indebtedness. The primary risk is a decrease income, due to vacant rentals.

F. Executory Contracts and Unexpired Leases

The Plan, at Article VI, lists all executory contracts and unexpired leases that the Debtor will assume and reject under the Plan. Assumption means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any.

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

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

The Deadline for Filing a Proof of Claim Based on a Claim Arising from the Rejection of a Lease or Contract Is Ten (10) Days After Entry of the Order Confirming the Plan. Any claim based on the rejection of contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

G. Tax Consequences of Plan

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

A holder of an allowed general unsecured claim who receives a dividend on that claim will generally recognize a taxable gain or loss in an amount equal to the difference between the amount realized and the adjusted tax basis in the claim. A loss is generally treated as sustained in the taxable year for which there has been a completed transaction and because the loss can only be allowed as a deduction for the taxable year in which the loss was sustained, a creditor who claims a loss in a wrong taxable year risks denial of such loss. It is recommended that holders of allowed general unsecured claims receiving dividends under the Plan should consult with their tax advisors concerning the character of distributions.

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

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

A. Who May Vote or Object

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

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

In this case, the Plan Proponent believes that classes S-1 and U are impaired and that holders of claims in each of these classes are therefore entitled to vote to accept or reject the Plan.

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

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

The deadline for filing a proof of claim in this case was March 7, 2017.

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

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

3. *Who is Not Entitled to Vote*

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

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

Plan; and

6. administrative expenses.

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

4. Who Can Vote in More Than One Class

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

B. Votes Necessary to Confirm the Plan

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

1. Votes Necessary for a Class to Accept the Plan

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

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

2. Treatment of Nonaccepting Classes

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

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

C. Liquidation Analysis

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

would receive in a chapter 7 liquidation. A liquidation analysis is attached hereto as **Exhibit E**.

D. Feasibility

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

1. Ability to Initially Fund Plan

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

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

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

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

The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes, of \$3,473.04. The final Plan payment is expected to be paid in 2037.

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

V. EFFECT OF CONFIRMATION OF PLAN

A. DISCHARGE OF DEBTOR

Discharge. Confirmation of the Plan does not discharge any debt provided for in the Plan until the court grants a discharge on completion of all payments under the Plan, or as otherwise provided in §1141(d)(5) of the Code. The Debtor will not be discharged from any debt excepted from discharge under §523 of the Code, except as provided in Rule 4007(C) of the Federal Rules of Bankruptcy Procedure.

B. Modification of Plan

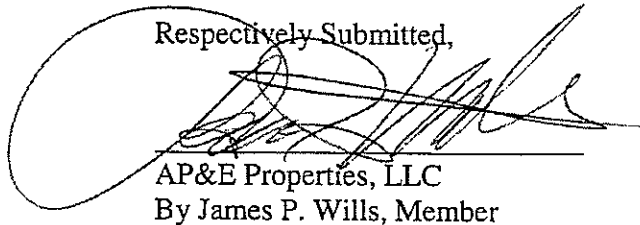
The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or re-voting on the Plan.

Upon request of the Debtor, the United States Trustee, or the holder of an allowed unsecured claim, the Plan may be modified at any time after confirmation of the Plan but before the completion of payments under the Plan, to (1) increase or reduce the amount of payments under the Plan on claims of a particular class, (2) extend or reduce the time period for such payments, or (3) alter the amount of distribution to a creditor whose claim is provided for by the Plan to the extent necessary to take account of any payment of the claim made other than under the Plan.

C. Final Decree

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

Respectively Submitted,



AP&E Properties, LLC
By James P. Wills, Member

Virginia Lemon
George L. Lemon (WV Bar No. 2180)
Virginia A. Lemon (WV Bar No. 12260)
122 ½ N. Court Street
Lewisburg, WV 24901
304.645.3773
Counsel for the Debtor

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT A

PROPOSED CHAPTER 11 PLAN

B25A (Official Form 25A) (12/11)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

IN RE:

AP&E PROPERTIES, LLC.

CASE NO. 16-50282

CHAPTER 11

DEBTOR.

AP&E PROPERTIES, LLC
CHAPTER 11 PLAN OF REORGANIZATION
DATED MAY 18, 2017

ARTICLE I
SUMMARY

This Amended Plan of Reorganization (the "Plan") under Chapter 11 of the Bankruptcy Code (the "Code") proposes to pay creditors of AP&E Properties, LLC. (the "Debtor") from cash flow from the business income.

This Plan provides for one class of secured claims; one class of unsecured claims; and one equity class providing for the interest of the Debtor in the property of the estate. Unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued as a total distribution of \$315.00, in which unsecured creditors will receive a 100% distribution. The Plan also provides for the payment of administrative claims on or before the effective date of the plan and payment of priority tax claims over five years.

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

ARTICLE II
CLASSIFICATION OF CLAIMS AND INTERESTS

2.01 Class S. Class S consists of six (6) secured claims of BB&T, to the extent allowed under §506 of the Code.

B25A (Official Form 25A) (12/11)

- 2.03 Class U. Class U is all unsecured claims allowed under §502 of the Code.
- 2.04 Class O. Class O is the interests of the individual Debtor in property of the estate.

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

- 3.01 **Unclassified Claims.** Under §1123(a)(1), administrative expense claims and priority tax claims are not in classes entitled to vote on the Plan.
- 3.02 **Administrative Expense Claims.** Each holder of an administrative expense claim allowed under §503 of the Code will be paid in full on the effective date of this Plan (as defined in Article VII), in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.
- 3.03 **United States Trustee Fees.** All fees required to be paid by 28 U. S. C. §1930(a)(6) (U.S. Trustee Fees) will accrue and be timely paid until the case is closed, dismissed or converted to another chapter of the Code. Any U. S. Trustee Fees owed on or before the effective date of this Plan will be paid on the effective date.

ARTICLE IV
TREATMENT OF CLAIMS AND INTERESTS UNDER THE PLAN

- 4.01 Claims and interests will be treated as follows under this Plan.

Class S consists of six (6) secured claims of BB&T. BB&T's deed of trust liens and terms and conditions of the promissory notes and deeds of trust that evidence and secure BB&T's claims shall remain in full force and effect following confirmation, until the loans secured thereby are paid in full.

The Debtor may, at any time following confirmation, sell any of its real properties, subject to BB&T's approval of the terms of sale. All net sale proceeds shall be paid to BB&T and applied against the claim secured by the real property sold.

BB&T's claims are subject to increase in amount for the reasonable attorney's fees and expenses that BB&T incurs following the bankruptcy filing. At the time of confirmation of a plan, BB&T will disclose its post-petition fees to counsel for the Debtor. Debtor shall have an opportunity to object to the fees. The fees, as approved by the Court or agreed upon by the parties, shall be added to BB&T's secured claims and paid as the parties may agree.

B25A (Official Form 25A) (12/11)

Class S.

(S-1) S-1 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 2-1 on January 12, 2017, asserting a secured claim of \$55,292.57. The Debtor shall pay the secured claim of BB&T in the amount of \$55,292.57 plus 6.99% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$55,292.57 over a twenty year period, which would result in a rate of \$428.35 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

(S-2) S-2 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 3-1 on January 12, 2017, asserting a secured claim of \$63,549.96. The Debtor shall pay the secured claim of BB&T in the amount of \$63,549.96 plus 6.99% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$63,549.96 over a twenty year period, which would result in a rate of \$492.32 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

(S-3) S-3 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 4-1 on January 12, 2017, asserting a secured claim of \$98,127.28. The Debtor shall pay the secured claim of BB&T in the amount of \$98,127.28 plus 6.99% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$98,127.28 over a twenty year period, which would result in a rate of \$760.19 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

(S-4) S-4 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 5-1 on January 12, 2017, asserting a secured claim of \$32,752.80. The Debtor shall pay the secured claim of BB&T in the amount of \$32,752.80 plus 6.25% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$32,752.80 over a twenty year period, which would result in a rate of \$239.40 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

(S-5) S-5 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 6-1 on January 12, 2017, asserting a secured claim of \$31,047.67. The Debtor shall pay the secured claim of BB&T in the amount of \$31,047.67 plus 5% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$31,047.67 over a twenty year period, which would result in a rate of

B25A (Official Form 25A) (12/11)

\$204.90 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

(S-6) S-6 consists of the allowed secured claim of BB&T. BB&T filed Claim No. 7-1 on January 12, 2017, asserting a secured claim of \$138,382.02. The Debtor shall pay the secured claim of BB&T in the amount of \$138,382.02 plus 5.64% interest. The amount owned will be payable in monthly payments of principal and interest sufficient to amortize the \$138,382.02 over a twenty year period, which would result in a rate of \$962.89 per month. The first monthly payment shall be due and payable on or before March 20, 2017.

Class U. Class U represents the claims of general unsecured creditors. The Debtor shall pay holders of claims in this class a total of \$315.00 over five years, payable quarterly at a rate of \$15.75. The first quarterly payment to unsecured creditors will be made on or before the 30th day after the Effective Date of the Plan.

Class O. Class O is the 100% ownership interest of James P. Wills in AP&E Properties, LLC

Debtor shall retain all property and be absolutely vested in and own all property of the estate, except as otherwise set forth in this Plan. Mr. Wills fully intends to contribute his time and efforts to help fund the Plan.

ARTICLE V

ALLOWANCE AND DISALLOWANCE OF CLAIMS

- 5.01 Disputed Claim. A disputed claim is a claim that has not been allowed or disallowed by a final non-appealable order, and, as to which either (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent of unliquidated.
- 5.02 Delay of Distribution on a Disputed Claim. No distribution will be made on account of a disputed claim unless such claim is allowed by a final non-appealable order.
- 5.03 Settlement of Disputed Claims. The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Rule 9019 of the Federal Rules of Bankruptcy Procedure.

B25A (Official Form 25A) (12/11)

ARTICLE VI
PROVISIONS FOR EXECUTORY CONTRACTS AND UNEXPIRED LEASES

6.01 Assumed Executory Contracts and Unexpired Leases.

There are no executory contracts or unexpired leases.

6.02 Rejected Executory Contracts and Unexpired Leases.

There are no rejected executory contracts or unexpired leases.

A proof of claim arising from the rejection of an executory contract or unexpired lease under this section must be filed no later than ten (10) days after the order confirming this Plan.

ARTICLE VII
MEANS FOR IMPLEMENTATION OF THE PLAN

7.01 Payments in General. This Chapter 11 Plan is based upon the Debtor's belief that payments to creditors as provided herein will return more to the creditor body than they would receive under a liquidation by a Chapter 7 trustee. Payments shall be in cash unless otherwise specified. No interest will accrue on claims unless otherwise specified.

7.02 Prepayment. The Debtor may prepay any of the claims provided for in this Plan without penalty.

7.03 Vesting of Property of the Debtor. Upon the Effective Date, all property of the Estate, wherever situated, shall be vested in AP&E Properties free and clear of all Claims, liens, and interests of any kind, except as may otherwise be provided by the Plan. The reorganized Debtor may operate the business free of any restriction imposed by the Code or by the Court.

ARTICLE VIII
GENERAL PROVISIONS

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

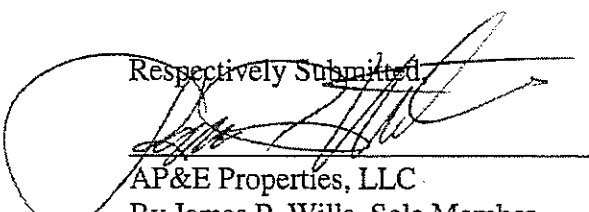
B25A (Official Form 25A) (12/11)

- 8.02 Effective Date of Plan. The effective date of this Plan is the first business day following the date that is fourteen days after the entry of the order of confirmation. If, however, a stay of the confirmation order is in effect on that date, the effective date will be the first business date after the date on which the stay of the confirmation order expires or is otherwise terminated.
- 8.03 Severability. If any provision of this Plan is determined to be unenforceable, the determination will in no way limit or affect the enforceability and operative effect of any other provision of this Plan.
- 8.04 Binding Effect. The rights and obligations of any entity named or referred to in this Plan will be binding upon and will inure to the benefit of the successors or assigns of such entity.
- 8.05 Captions. The headings contained in this Plan are for convenience of reference only and do not affect the meaning or interpretation of this Plan.
- 8.06 Controlling Effect. Unless a rule of law or procedure is supplied by federal law (including the Code or the Federal Rules of Bankruptcy Procedure), the laws of the State of West Virginia govern this Plan and any agreements, documents, and instruments executed in connection with this Plan, except as otherwise provided in this Plan.

ARTICLE IX
DISCHARGE

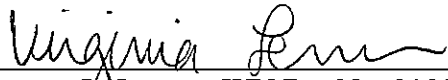
- 9.01 Discharge. On the confirmation of this Plan, the Debtor will be discharged from any debt that arose before confirmation of this Plan, subject to the occurrence of the effective date, to the extent specified in §1141(d)(1)(A) of the Code, except that the Debtor will not be discharged of any debt: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

Respectively Submitted,


AP&E Properties, LLC

By James P. Wills, Sole Member

B25A (Official Form 25A) (12/11)



George I. Lemon, WV Bar No. 2180
Virginia A. Lemon, WV Bar No. 12260
Lemon Law Office
PO Drawer 1250
Lewisburg, WV 24901
304.645.3773
Counsel for the Debtor

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT B
LIST OF CREDITORS AND CLAIMS

	Plan Class	Description	Amount	Claim Number	Monthly Plan Payment	Payment Terms
Administrative Expenses						
Office of the U.S. Trustee	Admin	Quarterly Fees	650	N/A	0	Pay when due
George L. Lemon	Admin	Attorney Fees (Estimated)	\$7,500	N/A	\$200	Upon Approval, attorney will be paid \$2,385 held in trust – then \$200 per month until paid in full
TOTAL ADMINISTRATIVE CLAIMS			8,150.00		\$200.00	
Priority Claims						
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 310 Virginia St, Beckley	\$1,391.55			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 202 Wyoming St., Beckley	\$1,648.52			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 400 Hartley St, Beckley	\$1,248.61			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 106 Stanley St., Beckley	\$1,390.36			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 134 Query St, Beckley	\$1,558.80			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 215 Murray St., Beckley	\$1,307.34			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 515	\$1,220.34			

		Temple St, Beckley				
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 304 Temple St, Beckley	\$1,240.37			
R. Steven Tincher, Sheriff	Priority	2016 Real Property Taxes for 307 Virginia ST, Beckley	\$713.78			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 108 Stanley St, Beckley	\$373.59			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 194 Central Ave, Beckley	\$5,573.69			
R. Steven Tincher, Sheriff	Priority	2015 and 2016 Real Property Taxes for 608 Central Ave, Beckley	\$2,963.86			
TOTAL PRIORITY CLAIMS			\$20,630.81		\$343.85	Pay Monthly over 60 Plan starting on the 1 st day of the month after confirmation
Secured Claims						
BB&T	S-1	Note: 1 – DOT 515 Temple St 304 Temple ST 100 Catlett St	\$55,292.57	2-1	\$428.35	Pay Monthly over 20 years at 6.99% interest
BB&T	S-2	Note:2 – DOT 202 Wyoming Ave 400 Hartley St 100 Catlett St	\$63,549.96	3-1	\$492.32	Pay Monthly over 20 years at 6.99%
BB&T	S-3	Note 3: DOT- 106 Stanley St 134 Quarry St 215 Murray 100 Catlett St	\$98,127.28	4-1	\$760.19	Pay Monthly over 20 years at 6.99%
BB&T	S-4	Note: 6- DOT Virginia St (12,700 sq ft)	\$32,752.80	5-1	\$239.40	Pay Monthly over 20 years at 6.25%

BB&T	S-5	Note 8: DOT Virginia St	\$31,047.67	6-1	\$204.90	Pay Monthly over 20 years at 5%
BB&T	S-6	Note 9: DOT-194 Central Ave	\$138,382.02	7-1	\$962.89	Pay Monthly over 20 years at 5.64%
TOTAL SECURED CLAIMS			\$419,152.30		\$3,088.05	First Payment on secured claims due on the 20th of every month beginning March 2017
Unsecured Claims						
Tax Relief, LLC	U	Tax Preparation	315.00			
TOTAL UNSECURED CLAIMS			\$315.00		\$15.75	Pay Quarterly-Pro rata distribution Beginning 1st day of Month after Confirmation

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT C

**Business Income and Expense Statements
2013, 2014, 2015**

**SCHEDULE E
(Form 1040)**

Supplemental Income and Loss

OMB No. 1545-0074

2015

Attachment
Sequence No. **13**

Department of the Treasury
Internal Revenue Service (99)

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)

▶ Attach to Form 1040, 1040NR, or Form 1041.

▶ Information about Schedule E and its separate instructions is at www.irs.gov/schedulee.

Name(s) shown on return

Your social security no

JAMES P & LISA WILLS

Part I **Income or Loss From Rental Real Estate and Royalties** Note: If you are in the business of renting personal property, use Schedule C or C-EZ (see instructions). If you are an individual, report farm rental income or loss from Form 4835 on page 2, line 40.

A Did you make any payments in 2015 that would require you to file Form(s) 1099? (see instructions) Yes No
B If "Yes," did you or will you file all required Forms 1099? Yes No

1a Physical address of each property (street, city, state, Zip code)

A
B BECKLEY WV BECKLEY WV 25801
C

1b	Type of Property (from list below)	2	Fair Rental Days	Personal Use Days	QJV
A		For each rental real estate property listed above, report the number of fair rental and personal use days. Check the QJV box only if you meet the requirements to file as a qualified joint venture. See instructions.	A		
B	1		B	365	
C			C		

Type of Property:

- 1 Single Family Residence
- 2 Multi-Family Residence
- 3 Vacation/Short-Term Rental
- 4 Commercial
- 5 Land
- 6 Royalties
- 7 Self-Rental
- 8 Other (describe)

Income:	Properties:	A	B	C
3 Rents received	3		74,435.	
4 Royalties received	4			
Expenses:				
5 Advertising	5			
6 Auto and travel (see instructions)	6		881.	
7 Cleaning and maintenance	7		1,070.	
8 Commissions	8			
9 Insurance	9		2,109.	
10 Legal and other professional fees	10		175.	
11 Management fees	11			
12 Mortgage interest paid to banks, etc.(see instructions)	12			
13 Other interest	13		27,100.	
14 Repairs	14		5,007.	
15 Supplies	15		1,091.	
16 Taxes	16			
17 Utilities	17		7,382.	
18 Depreciation expense or depletion	18		17,435.	
19 Other (list) ▶	19		2,454.	
20 Total expenses. Add lines 5 through 19	20		64,704.	
21 Subtract line 20 from line 3 (rents) and/or 4 (royalties). If result is a (loss), see instructions to find out if you must file Form 6198	21		9,731.	
22 Deductible rental real estate loss after limitation, if any, on Form 8582 (see instructions)	22		29,211.	
23a Total of all amounts reported on line 3 for all rental properties	23a		74,435.	
b Total of all amounts reported on line 4 for all royalty properties	23b			
c Total of all amounts reported on line 12 for all properties	23c			
d Total of all amounts reported on line 18 for all properties	23d		17,435.	
e Total of all amounts reported on line 20 for all properties	23e		64,704.	
24 Income. Add positive amounts shown on line 21. Do not include any losses	24		9,731.	
25 Losses. Add royalty losses from line 21 and rental real estate losses from line 22. Enter total losses here	25		29,211.	
26 Total rental real estate and royalty income or (loss). Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18. Otherwise, include this amount in the total on line 41 on page 2	26		(19,480.)	

For Paperwork Reduction Act Notice, see the separate Instructions.

Schedule E (Form 1040) 2015

Document Page 31 of 52
Supplemental Income and Loss

OMB No. 1545-0074

**SCHEDULE E
 (Form 1040)**

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)

▶ Attach to Form 1040, 1040NR, or Form 1041.

2014

Attachment
 Sequence No. **13**

Department of the Treasury
 Internal Revenue Service (99)

▶ Information about Schedule E and its separate instructions is at www.irs.gov/schedulee.

Name(s) shown on return

Your social security no

JAMES P & LISA WILLS

Part I Income or Loss From Rental Real Estate and Royalties Note. If you are in the business of renting personal property, use Schedule C or C-EZ (see instructions). If you are an individual, report farm rental income or loss from Form 4835 on page 2, line 40.

A Did you make any payments in 2014 that would require you to file Form(s) 1099? (see instructions) Yes No
B If "Yes," did you or will you file all required Forms 1099? Yes No

1a Physical address of each property (street, city, state, Zip code)
A
B BECKLEY WV BECKLEY WV 25801
C

1b	Type of Property (from list below)	2 For each rental real estate property listed above, report the number of fair rental and personal use days. Check the QJV box only if you meet the requirements to file as a qualified joint venture. See instructions.	Fair Rental Days		Personal Use Days		QJV	
			A	B	A	B	A	B
A								
B	1			365				
C								

Type of Property:

- 1 Single Family Residence 3 Vacation/Short-Term Rental 5 Land 7 Self-Rental
- 2 Multi-Family Residence 4 Commercial 6 Royalties 8 Other (describe)

Income:	Properties:	A	B	C
3 Rents received	3		81,027.	
4 Royalties received	4			
Expenses:				
5 Advertising	5		1,358.	
6 Auto and travel (see instructions)	6			
7 Cleaning and maintenance	7		980.	
8 Commissions	8			
9 Insurance	9		6,478.	
10 Legal and other professional fees	10		8,019.	
11 Management fees	11			
12 Mortgage interest paid to banks, etc.(see instructions)	12		26,588.	
13 Other interest	13			
14 Repairs	14		232.	
15 Supplies	15			
16 Taxes	16		99.	
17 Utilities	17		9,860.	
18 Depreciation expense or depletion	18		16,394.	
19 Other (list) ▶ SEE STMT	19		6,211.	
20 Total expenses. Add lines 5 through 19	20		76,219.	
21 Subtract line 20 from line 3 (rents) and/or 4 (royalties). If result is a (loss), see instructions to find out if you must file Form 6198	21		4,808.	
22 Deductible rental real estate loss after limitation, if any, on Form 8582 (see instructions)	22	()	(25,337.)	()
23a Total of all amounts reported on line 3 for all rental properties	23a		81,027.	
b Total of all amounts reported on line 4 for all royalty properties	23b			
c Total of all amounts reported on line 12 for all properties	23c		26,588.	
d Total of all amounts reported on line 18 for all properties	23d		16,394.	
e Total of all amounts reported on line 20 for all properties	23e		76,219.	
24 Income. Add positive amounts shown on line 21. Do not include any losses	24		4,808.	
25 Losses. Add royalty losses from line 21 and rental real estate losses from line 22. Enter total losses here	25	()	(25,337.)	
26 Total rental real estate and royalty income or (loss). Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18. Otherwise, include this amount in the total on line 41 on page 2	26		(20,529.)	

For Paperwork Reduction Act Notice, see the separate instructions.

Schedule E (Form 1040) 2014

Document Page 32 of 52
Supplemental Income and Loss

OMB No. 1545-0074

SCHEDULE E
(Form 1040)

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)

2013

▶ Attach to Form 1040, 1040NR, or Form 1041.

Attachment
 Sequence No. **13**

Department of the Treasury
 Internal Revenue Service (99)

▶ Information about Schedule E and its separate instructions is at www.irs.gov/form1040.

Name(s) shown on return

Your social security no

JAMES P & LISA WILLS

Part I Income or Loss From Rental Real Estate and Royalties Note. If you are in the business of renting personal property, use Schedule C or C-EZ (see instructions). If you are an individual, report farm rental income or loss from Form 4835 on page 2, line 40.

A Did you make any payments in 2013 that would require you to file Form(s) 1099? (see instructions) Yes No

B If "Yes," did you or will you file all required Forms 1099? Yes No

1a Physical address of each property (street, city, state, Zip code)

A

B BECKLEY WV BECKLEY WV 25801

C

1b	Type of Property (from list below)	2	Fair Rental Days	Personal Use Days	QJV
A		For each rental real estate property listed above, report the number of fair rental and personal use days. Check the QJV box only if you meet the requirements to file as a qualified joint venture. See instructions.	A		
B	1		B 365		
C			C		

Type of Property:

- 1 Single Family Residence
- 2 Multi-Family Residence
- 3 Vacation/Short-Term Rental
- 4 Commercial
- 5 Land
- 6 Royalties
- 7 Self-Rental
- 8 Other (describe)

Income:	Properties:	A	B	C
3 Rents received	3		58,626.	
4 Royalties received	4			
Expenses:				
5 Advertising	5			
6 Auto and travel (see instructions)	6		1,624.	
7 Cleaning and maintenance	7		4,993.	
8 Commissions	8			
9 Insurance	9		4,424.	
10 Legal and other professional fees	10		697.	
11 Management fees	11			
12 Mortgage interest paid to banks, etc.(see instructions)	12		22,118.	
13 Other interest	13			
14 Repairs	14		17,256.	
15 Supplies	15		368.	
16 Taxes	16		3,685.	
17 Utilities	17		12,900.	
18 Depreciation expense or depletion	18		15,479.	
19 Other (list) ▶ SEE STMT	19		6,482.	
20 Total expenses. Add lines 5 through 19	20		90,026.	
21 Subtract line 20 from line 3 (rents) and/or 4 (royalties). If result is a (loss), see instructions to find out if you must file Form 6198	21		(31,400.)	
22 Deductible rental real estate loss after limitation, if any, on Form 8582 (see instructions)	22	()	(1,394.)	()
23a Total of all amounts reported on line 3 for all rental properties	23a		58,626.	
b Total of all amounts reported on line 4 for all royalty properties	23b			
c Total of all amounts reported on line 12 for all properties	23c		22,118.	
d Total of all amounts reported on line 18 for all properties	23d		15,479.	
e Total of all amounts reported on line 20 for all properties	23e		90,026.	
24 Income. Add positive amounts shown on line 21. Do not include any losses	24			
25 Losses. Add royalty losses from line 21 and rental real estate losses from line 22. Enter total losses here	25	(1,394.)		
26 Total rental real estate and royalty income or (loss). Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18. Otherwise, include this amount in the total on line 41 on page 2	26		(1,394.)	

For Paperwork Reduction Act Notice, see your tax return instructions.

Schedule E (Form 1040) 2013

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT D

JANUARY 2017 MONTHLY OPERATING REPORT

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

UNITED STATES BANKRUPTCY COURT

In re APPE Properties, LLC,
Debtor

Case No. 16-50282

Small Business Case under Chapter 11

SMALL BUSINESS MONTHLY OPERATING REPORT

Month: January 2017

Date filed: 2/10/17

Line of Business: Rentals

NAISC Code: _____

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

RESPONSIBLE PARTY:

[Signature]
 Original Signature of Responsible Party

James P. Wills
 Printed Name of Responsible Party

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

- | | Yes | No |
|---|-------------------------------------|--|
| 1. IS THE BUSINESS STILL OPERATING? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. HAVE YOU PAID ALL YOUR BILLS ON TIME THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. DID YOU PAY YOUR EMPLOYEES ON TIME? | <input type="checkbox"/> | <input checked="" type="checkbox"/> NA |
| 4. HAVE YOU DEPOSITED ALL THE RECEIPTS FOR YOUR BUSINESS INTO THE DIP ACCOUNT THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. HAVE YOU FILED ALL OF YOUR TAX RETURNS AND PAID ALL OF YOUR TAXES THIS MONTH? <u>- not due this month</u> | <input type="checkbox"/> | <input checked="" type="checkbox"/> NA |
| 6. HAVE YOU TIMELY FILED ALL OTHER REQUIRED GOVERNMENT FILINGS? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. HAVE YOU PAID ALL OF YOUR INSURANCE PREMIUMS THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. DO YOU PLAN TO CONTINUE TO OPERATE THE BUSINESS NEXT MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. ARE YOU CURRENT ON YOUR QUARTERLY FEE PAYMENT TO THE U.S. TRUSTEE? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. HAVE YOU PAID ANYTHING TO YOUR ATTORNEY OR OTHER PROFESSIONALS THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. DID YOU HAVE ANY UNUSUAL OR SIGNIFICANT UNANTICIPATED EXPENSES THIS MONTH? <u>House/ Roof Repairs</u> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. HAS THE BUSINESS SOLD ANY GOODS OR PROVIDED SERVICES OR TRANSFERRED ANY ASSETS TO ANY BUSINESS RELATED TO THE DIP IN ANY WAY? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. DO YOU HAVE ANY BANK ACCOUNTS OPEN OTHER THAN THE DIP ACCOUNT? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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

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

TAXES

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

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

(Exhibit A)

INCOME

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

TOTAL INCOME \$ 5,172.61

SUMMARY OF CASH ON HAND

Cash on Hand at Start of Month \$ 1,933.78

Cash on Hand at End of Month \$ 1,812.63

PLEASE PROVIDE THE TOTAL AMOUNT OF CASH CURRENTLY AVAILABLE TO YOU TOTAL \$ 1,812.63

(Exhibit B)

EXPENSES

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

TOTAL EXPENSES \$ 6,321.27

(Exhibit C)

CASH PROFIT

INCOME FOR THE MONTH (TOTAL FROM EXHIBIT B)

\$ 5172.61

\$ 7,106.39

EXPENSES FOR THE MONTH (TOTAL FROM EXHIBIT C)

\$ 1933.78 >

~~7,106.39~~
\$ 6,321.27

(Subtract Line C from Line B)

CASH PROFIT FOR THE MONTH \$ 785.12

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

UNPAID BILLS

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

TOTAL PAYABLES \$ NA

(Exhibit D)

MONEY OWED TO YOU

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

TOTAL RECEIVABLES \$ NA

(Exhibit E)

BANKING INFORMATION

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

(Exhibit F)

EMPLOYEES

NUMBER OF EMPLOYEES WHEN THE CASE WAS FILED? 0

NUMBER OF EMPLOYEES AS OF THE DATE OF THIS MONTHLY REPORT? 0

PROFESSIONAL FEES

BANKRUPTCY RELATED:

PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ 0

TOTAL PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ 0

NON-BANKRUPTCY RELATED:

PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ 0

TOTAL PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ 0

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

PROJECTIONS

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

	Projected	Actual	Difference
INCOME	\$ <u>8,010.00</u>	\$ <u>5,172.61</u>	\$ <u>2,837.39</u>
EXPENSES	\$ <u>7,083.00</u>	\$ <u>6,321.27</u>	\$ <u>761.73</u>
CASH PROFIT	\$ <u>927.00</u>	\$ <u>-1,148.66</u>	\$ <u>2,075.66</u>

TOTAL PROJECTED INCOME FOR THE NEXT MONTH: \$ 8010.00
TOTAL PROJECTED EXPENSES FOR THE NEXT MONTH: \$ 7083.00
TOTAL PROJECTED CASH PROFIT FOR THE NEXT MONTH: \$ 927.00

ADDITIONAL INFORMATION

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



Welcome to your eStatement. The first page of your eStatement now includes information about what to do if you find errors with your statement, and information regarding our Privacy Notice.
Please see below.

IN CASE OF ERRORS OR QUESTIONS ABOUT YOUR ELECTRONIC TRANSFERS, CALL THE NUMBER LISTED ON YOUR STATEMENT OR WRITE US AT:

City National Bank
Operations Center
P.O. Box 7152
Cross Lanes, West Virginia 25356

CONSUMER ACCOUNTS

If you think your statement or receipt is wrong or if you need more information about a transfer on the statement or receipt, we must hear from you no later than 60 days after we sent your FIRST statement on which the error or problem appeared.

1. Tell us your name and account number.
2. Describe the error or the transfer you are unsure of, and explain as clearly as you can why you believe there is an error or why you need more information.
3. Tell us the dollar amount of the suspected error.

We will investigate your complaint and correct any error promptly. If we take more than ten (10) business days to do this, we will credit your account for the amount you think is in error, so you have the use of the money during the time it takes us to complete our investigation.

Privacy Notice

Federal law requires us to tell you how we collect, share and protect your personal information. Our privacy policy has not changed. You may review our policy and practices with respect to your personal information at www.bankatcity.com/privacy or we will mail you a free copy upon request if you call us at 1-800-896-1176.



Date 1/31/17 Page 1

A P & E PROPERTIES LLC
 204 BECKLEY AVE
 BECKLEY WV 25801

For questions about your Statement or Account,
 please contact your local branch at: (304) 255-7000

SUMMARY OF ACCOUNTS			
Account Number	Type of Account	Current Balance	Images
XXXXXX6020	BEST FREE BUSINESS	187.37-	3

CHECKING ACCOUNT

Account Title: A P & E PROPERTIES LLC

BEST FREE BUSINESS		Number of Images	3
Account Number	XXXXXX6020	Statement Dates	1/01/17 thru 1/31/17
Previous Balance	961.29	Days in the statement period	31
3 Deposits/Credits	5,172.61	Average Ledger Balance	1,001.66
41 Checks/Debits	6,321.27	Average Collected Bal	592.61
Service Charge	.00		
Interest Paid	.00		
Current Balance	187.37-		

Breakdown of Non-Sufficient Funds(NSF) Fees	Total For This Period	Total Year-to-Date
Overdraft item fees	\$72.00	\$72.00
Return item fees	\$.00	\$.00

ACTIVITY IN DATE ORDER					
Date	Description	Check#	Amount	Balance	
1/03	SVC CHG 1759 01/02/17 00009775		2.00-	959.29	
	2881 ROBERT C BYRD				
	BECKLEY WV				
	Card# 8384				
1/03	ATM W/D 1759 01/02/17 00009775		300.00-	659.29	
	2881 ROBERT C BYRD				
	BECKLEY WV				
	Card# 8384				
1/03	POS DEB 2002 01/02/17 00006508		44.00-	615.29	
	SHELL Service S				
	LEWISBURG WV				
	Card# 8384				
1/06	DBT CRD 2357 01/05/17 00019322		132.50-	482.79	
	SQ *SQ *LAXTON S HEATI				



Date 1/31/17 Page 2

A P & E PROPERTIES LLC
 204 BECKLEY AVE
 BECKLEY WV 25801

BEST FREE BUSINESS XXXXXX6020 (Continued)

ACTIVITY IN DATE ORDER				
Date	Description	Check#	Amount	Balance
	HIGH POINT NC Card# 8384			
1/13	DEPOSIT		3,037.61	3,520.40
1/13	SVC CHG 2124 01/12/17 00646761 2623 LAWN RD. MEADOW BRIDGEWV Card# 8384		2.00-	3,518.40
1/13	ATM w/d 2124 01/12/17 00646761 2623 LAWN RD. MEADOW BRIDGEWV Card# 8384		63.00-	3,455.40
1/13	POS DEB 1355 01/13/17 00433273 Wal-Mart Super BECKLEY WV Card# 8384		31.93-	3,423.47
1/13	POS DEB 2129 01/12/17 00534400 STOP IN #148 MEADOW BRIDGEWV Card# 8384		47.80-	3,375.67
1/13	DBT CRD 2022 01/12/17 00024897 LAXTONS HEATING COOLIN BEAVER WV Card# 8384		239.56-	3,136.11
1/13	CHECK 1005		1,000.00-	2,136.11
1/17	DEPOSIT ES BONUS CITY NATL BK WV ID:922800330629		5.00	2,141.11
1/17	SVC CHG 1532 01/13/17 00008707 1408 NORTH EISENH BECKLEY WV Card# 8384		2.00-	2,139.11
1/17	SVC CHG 1109 01/14/17 00023373 BECKLEY - MAIN BECKLEY WV Card# 8384		2.00-	2,137.11
1/17	ATM w/d 1109 01/14/17 00023373 BECKLEY - MAIN BECKLEY WV Card# 8384		63.00-	2,074.11
1/17	ATM w/d 1532 01/13/17 00008707 1408 NORTH EISENH BECKLEY WV Card# 8384		200.00-	1,874.11
1/17	POS DEB 1102 01/14/17 00318152 LOWE S #1888 BECKLEY WV Card# 8384		56.90-	1,817.21
1/17	POS DEB 1252 01/16/17 00458089 LOWE S #1888 BECKLEY WV Card# 8384		518.24-	1,298.97



Date 1/31/17 Page 3

A P & E PROPERTIES LLC
 204 BECKLEY AVE
 BECKLEY WV 25801

BEST FREE BUSINESS XXXXXX6020 (Continued)

ACTIVITY IN DATE ORDER				Check#	Amount	Balance
Date	Description					
1/17	DBT CRD 1001 01/17/17 00027436			7.94-	1,291.03	
	MCDONALD S F7090					
	BEAVER WV					
	Card# 8384					
1/17	DBT CRD 0506 01/14/17 00015652			501.67-	789.36	
	NMI*NATIONWIDE					
	800-282-1446 IA					
	Card# 8384					
1/18	DBT CRD 2022 01/17/17 00027453			442.42-	346.94	
	REMICHEL 026 BECKLEY					
	BECKLEY WV					
	Card# 8384					
1/19	POS DEB 2052 01/18/17 00006888			48.80-	298.14	
	FASTBREAK FOOD					
	CLIFTON FORGEVA					
	Card# 8384					
1/19	DBT CRD 2019 01/18/17 00020838			164.30-	133.84	
	LAXTONS HEATING COOLIN					
	BEAVER WV					
	Card# 8384					
1/20	DEPOSIT			2,130.00	2,263.84	
1/20	POS DEB 0919 01/20/17 00000843			55.75-	2,208.09	
	SHELL Service S					
	BECKLEY WV					
	Card# 8384					
1/20	DBT CRD 1002 01/20/17 00019033			3.00-	2,205.09	
	CITY OF BECKLEY PARKIN					
	BECKLEY WV					
	Card# 8384					
1/23	SVC CHG 1858 01/21/17 00390029			2.00-	2,203.09	
	404 3rd Ave					
	Beckley WV					
	Card# 8384					
1/23	ATM W/D 1858 01/21/17 00390029			202.50-	2,000.59	
	404 3rd Ave					
	Beckley WV					
	Card# 8384					
1/23	POS DEB 1034 01/21/17 00125711			115.51-	1,885.08	
	LOWE S #1888					
	BECKLEY WV					
	Card# 8384					
1/23	POS DEB 1535 01/20/17 00336457			422.50-	1,462.58	
	LOWE S #1888					
	BECKLEY WV					
	Card# 8384					
1/26	DBT CRD 0505 01/26/17 00032370			104.53-	1,358.05	
	SUMMIT SUPPLY INC					
	BECKLEY WV					
	Card# 8384					
1/26	DBT CRD 0505 01/26/17 00032371			118.41-	1,239.64	
	SUMMIT SUPPLY INC					



Date 1/31/17 Page 4

A P & E PROPERTIES LLC
 204 BECKLEY AVE
 BECKLEY WV 25801

BEST FREE BUSINESS XXXXXX6020 (Continued)

ACTIVITY IN DATE ORDER				
Date	Description	Check#	Amount	Balance
	BECKLEY WV Card# 8384			
1/27	DBT CRD 0503 01/27/17 00015664		51.00-	1,188.64
	BECKLEY GARBAGE 304-2526051 WV Card# 8384			
1/27	DBT CRD 0503 01/27/17 00015663		484.25-	704.39
	BECKLEY GARBAGE 304-2526051 WV Card# 8384			
1/30	SVC CHG 0857 01/30/17 00004677		2.00-	702.39
	2881 ROBERT C BYRD BECKLEY WV Card# 8384			
1/30	ATM W/D 0857 01/30/17 00004677		100.00-	602.39
	2881 ROBERT C BYRD BECKLEY WV Card# 8384			
1/30	POS DEB 1449 01/29/17 00585201		394.49-	207.90
	LOWE S #1888 BECKLEY WV Card# 8384			
1/30	DBT CRD 2346 01/27/17 00024886		116.60-	91.30
	SQ *SQ *LAXTON S HEATI BECKLEY WV Card# 8384			
1/30	DBT CRD 2023 01/27/17 00011361		134.72-	43.42-
	BECKLEY SANITARY BOARD 304-2561760 WV Card# 8384			
1/30	Paid Item Fee		36.00-	79.42-
1/31	DBT CRD 0500 01/31/17 00015165		40.70-	120.12-
	SHEETZ 00005611 BECKLEY WV Card# 8384			
1/31	Paid Item Fee		36.00-	156.12-
1/31	Int Bnking Service Charge		30.00-	186.12-
1/31	Int Bnking ACH items		1.25-	187.37-

SUMMARY BY CHECK NUMBER

Date	Check No	Amount
1/13	1005	1,000.00

* Denotes missing check numbers

SUMMARY OF DEPOSITS

Date	Amount	Date	Amount
1/13	3,037.61	1/17	5.00
		1/20	2,130.00



Date 1/31/17

Page 5

A P & E PROPERTIES LLC
204 BECKLEY AVE
BECKLEY WV 25801

BEST FREE BUSINESS

XXXXXX6020 (Continued)
End of Statement

PROPERTY
 A.P.E. PROPERTIES, LLC 1219
 200 F STREET, NY 10006-0002
 13 Jan 2017
 City
 4051904524 9011356020 03

2407.61
 250.00
 380.00
 3037.61
 0
 3037.61

PROPERTY
 A.P.E. PROPERTIES, LLC 1219
 200 F STREET, NY 10006-0002
 20 Jan 2017
 City
 4051904524 9011356020 03

2130.00
 5180.00
 0
 2130.00

PROPERTY
 A.P.E. PROPERTIES, LLC 1219
 200 F STREET, NY 10006-0002
 1005
 Pay to the Order of A.P.E. Properties 10,000.00
 City
 4051904524 9011356020 03005

DEPOSIT Date: 01/13 Amount: \$3,037.61

DEPOSIT Date: 01/20 Amount: \$2,130.00

CHECK 1005 Date: 01/13 Amount: \$1,000.00



Welcome to your eStatement. The first page of your eStatement now includes information about what to do if you find errors with your statement, and information regarding our Privacy Notice.
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Operations Center
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Cross Lanes, West Virginia 25356

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3. Tell us the dollar amount of the suspected error.

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Date 1/31/17 Page 1

A P & E PROPERTIES LLC
 204 BECKLEY AVE
 BECKLEY WV 25801

For questions about your Statement or Account,
 please contact your local branch at: (304) 255-7000

SUMMARY OF ACCOUNTS

Account Number	Type of Account	Current Balance	Days in Period
XXXXXX6723	LIQUID GOLD MONEY MARKET	2,000.20	1

CHECKING ACCOUNT

Account Title: A P & E PROPERTIES LLC

LIQUID GOLD MONEY MARKET		Number of Images	1
Account Number	XXXXXX6723	Statement Dates	1/01/17 thru 1/31/17
Previous Balance	1,000.07	Days in the statement period	31
1 Deposits/Credits	1,000.00	Average Ledger Balance	1,612.97
Checks/Debits	.00	Average Collected Bal	1,612.97
Service Charge	.00	Interest Earned	.13
Interest Paid	.13	Annual Percentage Yield Earned	0.09%
Current Balance	2,000.20	2017 Interest Paid	.13

ACTIVITY IN DATE ORDER

Date	Description	Check #	Amount	Balance
1/13	DEPOSIT		1,000.00	2,000.07
1/31	Interest Deposit		.13	2,000.20

SUMMARY OF DEPOSITS

Date	Amount	Date	Amount
1/13	1,000.00	1/31	.13

INTEREST RATE SUMMARY

Date	Rate
12/31	0.100000%

End of Statement

**EXHIBIT E
 AP&E PROPERTIES, LLC
 CASE NUMBER 16-50282
 DISCLOSURE STATEMENT**

ASSET AND LIQUIDATION ANALYSIS

<u>Asset</u>	<u>Market Value</u>	Basis of Valuation
Deposit Accounts	759.36	Actual as of Petition Date
Real Property	<u>571,000</u>	Debtor's Estimate
TOTAL ASSETS AT LIQUIDATION VALUE	\$571,759.36	
LESS SECURED CLAIM BB&T	-419,152.30	
LESS PRIORITY CLAIM OF RALEIGH COUNTY SHERIFF	<u>-20,630.81</u>	
BALANCE FOR UNSECURED CREDITORS	\$131,976.25	
TOTAL DOLLAR AMOUNT OF UNSECURED CLAIMS	\$315.00	
Percentage of Claims Which Unsecured Creditors Would Receive or Retain in a Ch. 7 Liquidation	100%	
Percentage of Claims Which Unsecured Creditors Will Receive or Retain under the Plan	100%	Total to be distributed to Unsecured Creditors \$315.00

AR&E PROPERTIES, LLC—Pre and Post Petition Income & Post Petition Disbursements

Property Address	Rent	March '16	April '16	May '16	June '16	July '16	Aug '16	Sept '16	Oct '16	Nov '16	Dec '16	Jan '17	Feb '17	Average
140 Cullitt Street	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00	\$530.00
105 Stanley Street	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50	\$580.50
108 Stanley Street	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
134 Quarry Street	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00	\$570.00
202 Wyoming Street	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00
44 Temple Street	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00
187 Virginia Street	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
140 Virginia Street	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00
60 Hartley Street	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00	\$631.00
60 Temple Street	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00
25 Quarry Street	\$600.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
104 Central Ave A	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
109 Central Ave B	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00	\$900.00
608 Central Ave	\$1,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
7600 D	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50	\$5,761.50
Disbursements														
Real Property Tax		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Excise Tax (1% of gross income)		\$0.00	\$1,057.00	\$501.67	\$353.23	\$396.37	\$279.11	\$178.42	\$1,850.74	\$237.24	\$71.80	\$833.33	\$112.01	\$96.80
Insurance (all properties)		\$1,059.68	\$0.00	\$0.00	\$282.20	\$0.00	\$0.00	\$0.00	\$1,059.94	\$2,108.73	\$2,383.54	\$1,850.74	\$2,383.54	\$1,850.74
Office Phone		\$81.00	\$973.38	\$134.72	\$0.00	\$0.00	\$0.00	\$0.00	\$81.00	\$973.38	\$134.72	\$0.00	\$0.00	\$396.37
Office Utilities		\$282.20	\$555.12	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$282.20	\$555.12	\$0.00	\$0.00	\$0.00	\$279.11
Office Cable/Internet		\$0.00	\$0.00	\$535.25	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$535.25	\$0.00	\$0.00	\$178.42
Waste Removal (all properties)		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,850.74
Maintenance and Repairs		\$21.75	\$576.71	\$113.25	\$0.00	\$0.00	\$0.00	\$0.00	\$21.75	\$576.71	\$113.25	\$0.00	\$0.00	\$237.24
Bank Service Fees		\$96.75	\$118.66	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$96.75	\$118.66	\$0.00	\$0.00	\$0.00	\$71.80
Gasoline		\$2,500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$833.33
Legal Fees		\$279.28	\$0.00	\$56.74	\$0.00	\$0.00	\$0.00	\$0.00	\$279.28	\$0.00	\$56.74	\$0.00	\$0.00	\$112.01
Personal		\$290.40	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$290.40	\$0.00	\$0.00	\$0.00	\$0.00	\$96.80
Loan Payment		\$5,671.00	\$5,389.60	\$3,725.17	\$0.00	\$0.00	\$0.00	\$0.00	\$5,671.00	\$5,389.60	\$3,725.17	\$0.00	\$0.00	\$4,928.59
Capital Disbursements														
Case														
Not Income/Loss		\$540.50	\$1,421.90	\$2,686.33	\$0.00	\$0.00	\$0.00	\$0.00	\$540.50	\$1,421.90	\$2,686.33	\$0.00	\$0.00	\$1,549.58

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT G

PROJECTION OF FUTURE MONTHLY CASH RECEIPTS AND DISBURSEMENTS

EXHIBIT G

6 Month total

MONTHLY PROJECTION	Average Monthly	PROJECTED
	March '16- February '17	
INCOME		
Average Rental Income	5,890.67	6,890.67
Other		
TOTAL GROSS INCOME	5,890.67	6,890.67
EXPENSES		
Real Property Tax	0	855.86
B&O City Tax (1% of gross income)	0	82.00
Insurance (all properties)	519.56	780.60
Office - Phone	353.23	265.00
Office/ Warehouse/ Apartment A & B - Utilities	396.37	205.00
Office/ Warehouse/ Apartment A & B- Cable/Intem	279.11	253.00
Waste Removal (all properties)	178.42	237.00
Maintenance and Repairs	1850.74	500.00
Legal Fees	833.33	
Fuel	71.8	65.00
Trustee Fees	216	0.00
Bank Charges	237.24	
TOTAL MONTHLY EXPENSES		3,243.46
TOTAL AVAILABLE FOR PLAN		3,647.21
Plan Payments (Secured & Priority)		
George L. Lemon -Legal Fees		\$200.00
BB&T Total Payments		\$3,088.05
R. Steven Tinscher, Sheriff		343.85
Amount Remaining for Unsecured Creditors		\$15.31

**AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

EXHIBIT H

CASH ON HAND AS OF EFFECTIVE DATE OF PLAN

**EXHIBIT H
AP&E PROPERTIES, LLC
CASE NUMBER 16-50282
DISCLOSURE STATEMENT**

CASH ON HAND AS EFFECTIVE DATE OF PLAN

Exhibit H- Cash on Hand on the effective date of Plan

Cash on Hand on the effective date of Plan:	\$6,666.90
<i>Less-</i>	
Amount of administrative expenses payable on effective date of the Plan	\$ 3,035.00
Other Plan Payments due on effective date of the Plan	\$ 3,631.90
Balance after paying these amounts.....	\$0

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

\$457.00	Cash in Debtor's bank account now
+3,824.90	Additional cash Debtor will accumulate from net earnings between now and effective date of the Plan
+	Borrowing
+	Capital Contributions
<u>+ 2,385.00</u>	Other (Remaining Amount in Trust for Legal Fees)
\$6,666.90	Total