

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 Northern District of Texas
(State)
 Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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

1. Debtor's name Burleson RE, LLC

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-8881777

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>c/o Louis E. Robichaux IV, CRO</u>	
	Number Street	Number Street
	<u>15950 Dallas Parkway</u>	
		P.O. Box
	<u>Dallas, TX 75248</u>	
	City State Zip Code	City State Zip Code
		Location of principal assets, if different from principal place of business
	<u>Dallas County</u>	
	County	Number Street
		City State Zip Code

5. Debtor's website (URL) orianna.com

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

Name

7. Describe debtor's business

A. Check one:

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

B. Check all that apply:

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

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6 2 3 1

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

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

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

Chapter 12

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

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

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

No

Yes. Debtor See Rider 1 Relationship _____

District _____ When _____
MM / DD / YYYY

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

Case number, if known _____

Name

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

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

- No [See Rider 2]
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

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

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- \$0-\$50,000
- \$1,000,001-\$10 million
- \$500,000,001-\$1 billion
- \$50,001-\$100,000
- \$10,000,001-\$50 million
- \$1,000,000,001-\$10 billion
- \$100,001-\$500,000
- \$50,000,001-\$100 million
- \$10,000,000,001-\$50 billion
- \$500,001-\$1 million
- \$100,000,001-\$500 million
- More than \$50 billion

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 03/06/2018
MM / DD / YYYY

* /s/ Louis E. Robichaux IV
Signature of authorized representative of debtor Printed name

Title: Chief Restructuring Officer

18. Signature of attorney

/s/ Andrew B. Zollinger Date 03/06/2018
Signature of attorney for debtor MM / DD / YYYY

Andrew B. Zollinger
Printed name

DLA Piper LLP (US)
Firm name

1717 Main Street, Suite 4600
Number Street

Dallas TX 75201
City State ZIP Code

(214) 743-4509 andrew.zollinger@dlapiper.com
Contact phone Email address

24063944 TX
Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

----- x
 In re: :
 : Chapter 11
 Burleson RE, LLC :
 : Case No. 18-____ (____)
 Debtor. :
 ----- :
 x

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the Northern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of 4 West Holdings, Inc.

#	Company	EIN
1.	4 West Holdings, Inc.	46-3599732
2.	4 West Investors, LLC	46-3666021
3.	Aiken RE, LLC	37-1561814
4.	Ambassador Rehabilitation and Healthcare Center, LLC	80-0421636
5.	Anchor Rehabilitation and Healthcare Center of Aiken, LLC	38-3789448
6.	Anderson RE TX, LLC	41-2273630
7.	Anderson RE, LLC	37-1561806
8.	Ark II Real Estate, LLC	41-2273628
9.	Ark III Real Estate, LLC	90-0460121
10.	Ark Mississippi Holding Company, LLC	20-8883765
11.	Ark Real Estate, LLC	20-8876014
12.	Ark South Carolina Holding Company, LLC	61-1570002
13.	Ark Texas Holding Company, LLC	20-8883739
14.	Battle Ground RE, LLC	58-2161818
15.	Brushy Creek Rehabilitation and Healthcare Center, LLC	81-3563292
16.	Bryan RE, LLC	41-2273633
17.	Burleson RE, LLC	20-8881777
18.	Capstone Rehabilitation and Healthcare Center, LLC	46-3957871
19.	Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	62-1844467
20.	Charlottesville RE, LLC	54-1100836
21.	Cleveland RE, LLC	56-2486013
22.	Clinton RE, LLC	62-1858109
23.	Cobblestone Rehabilitation and Healthcare Center, LLC	80-0421612
24.	Collierville RE, LLC	42-1648845

#	Company	EIN
25.	Columbia RE, LLC	42-1648838
26.	Columbia Rehabilitation and Healthcare Center, LLC	32-0216772
27.	Comfort RE, LLC	20-8881902
28.	Connersville RE, LLC	58-2129824
29.	Corinth RE, LLC	20-8881777
30.	Cornerstone Rehabilitation and Healthcare Center, LLC	42-1648841
31.	Crystal Rehabilitation and Healthcare Center, LLC	42-1648842
32.	Delta Rehabilitation and Healthcare Center of Cleveland, LLC	45-0577212
33.	Descending Dove, LLC	61-1558081
34.	Diboll RE, LLC	20-8881939
35.	Easley RE II, LLC	37-1561819
36.	Easley RE, LLC	37-1561817
37.	Edgefield RE, LLC	58-2163574
38.	Farmville RE, LLC	54-1163442
39.	Farmville Rehabilitation and Healthcare Center, LLC	62-1844464
40.	Fleetwood Rehabilitation and Healthcare Center, LLC	46-4059615
41.	Fortress Health & Rehab of Rock Prairie, LLC	32-0241314
42.	Granbury RE, LLC	20-8881999
43.	Great Oaks RE, LLC	20-8881731
44.	Great Oaks Rehabilitation and Healthcare Center, LLC	56-2444357
45.	Greenville RE II, LLC	37-1561798
46.	Greenville RE, LLC	37-1561797
47.	Greenville Rehabilitation and Healthcare Center, LLC	47-1023920
48.	Greenwood RE, LLC	20-8881654
49.	Greer RE, LLC	37-1561795
50.	Greer Rehabilitation and Healthcare Center, LLC	38-3789462
51.	Grenada RE, LLC	20-8881623
52.	Grenada Rehabilitation and Healthcare Center, LLC	42-1648843
53.	Heritage Park Rehabilitation and Healthcare Center, LLC	20-8889055
54.	Hillsville RE, LLC	20-8882195
55.	Hillsville Rehabilitation and Healthcare Center, LLC	62-1844463
56.	Holly Lane Rehabilitation and Healthcare Center, LLC	20-8889103
57.	Holly RE, LLC	58-2161816
58.	Holly Springs RE, LLC	20-8881559
59.	Holly Springs Rehabilitation and Healthcare Center, LLC	48-1286524
60.	Indianola RE, LLC	56-2486022
61.	Indianola Rehabilitation and Healthcare Center, LLC	45-0577203
62.	Italy RE, LLC	20-8882086
63.	Iva RE, LLC	37-1561801
64.	Iva Rehabilitation and Healthcare Center, LLC	46-3970384
65.	Johns Island Rehabilitation and Healthcare Center, LLC	46-3924898
66.	Joy of Bryan, LLC	41-2274072
67.	Lampstand Health & Rehab of Bryan, LLC	30-0472002
68.	Linley Park Rehabilitation and Healthcare Center, LLC	46-3990525
69.	Macon Rehabilitation and Healthcare Center, LLC	47-1019644

#	Company	EIN
70.	Magnified Health & Rehab of Anderson, LLC	36-4629060
71.	Manna Rehabilitation and Healthcare Center, LLC	38-3789441
72.	Marietta RE, LLC	37-1561809
73.	McCormick RE, LLC	37-1561808
74.	McCormick Rehabilitation and Healthcare Center, LLC	46-4033193
75.	Memphis RE, LLC	42-1648846
76.	Midland RE, LLC	62-1635138
77.	Midland Rehabilitation and Healthcare Center, LLC	20-8889679
78.	Moultrie RE, LLC	80-0389943
79.	Mountain View Rehabilitation and Healthcare Center, LLC	20-8889227
80.	Natchez RE, LLC	56-2486019
81.	Natchez Rehabilitation and Healthcare Center, LLC	32-0216773
82.	New Ark Master Tenant, LLC	37-1757893
83.	New Ark Operator Holdings, LLC	37-1757623
84.	New Redeemer Health & Rehab of Pickens, LLC	46-4005321
85.	Olive Leaf Holding Company, LLC	90-0460129
86.	Olive Leaf, LLC	61-1570001
87.	Omega Health & Rehab of Greenville, LLC	38-3789461
88.	Orianna Health Systems, LLC	20-8875160
89.	Orianna Holding Company, LLC	20-8671323
90.	Orianna Investment, Inc.	20-8651141
91.	Orianna SC Operator Holdings, Inc.	90-1020383
92.	Palladium Hospice and Palliative Care, LLC	01-0961873
93.	Patewood Rehabilitation and Healthcare Center, LLC	38-3789457
94.	Picayune RE, LLC	58-2119749
95.	Picayune Rehabilitation and Healthcare Center, LLC	20-8889183
96.	Pickens RE II, LLC	37-1561823
97.	Pickens RE, LLC	37-1561821
98.	Piedmont RE, LLC	37-1561800
99.	Poinsett Rehabilitation and Healthcare Center, LLC	46-4020713
100.	Poplar Oaks Rehabilitation and Healthcare Center, LLC	02-0814771
101.	Portland RE, LLC	58-2161822
102.	Provo RE, LLC	58-2163568
103.	Rainbow Rehabilitation and Healthcare Center, LLC	02-0814772
104.	River Falls Rehabilitation and Healthcare Center, LLC	46-3979788
105.	Riverside Rehabilitation and Healthcare Center, LLC	47-1033951
106.	Rock Prairie RE, LLC	41-2273636
107.	Rocky Mount RE, LLC	54-1045904
108.	Rocky Mount Rehabilitation and Healthcare Center, LLC	62-1844466
109.	Roy RE, LLC	62-1635142
110.	Scepter Rehabilitation and Healthcare Center, LLC	80-0421630
111.	Scepter Senior Living Center, LLC	80-0421621
112.	Simpsonville RE II, LLC	37-1561804
113.	Simpsonville RE, LLC	37-1561802
114.	Simpsonville Rehabilitation and Healthcare Center, LLC	46-4043564

#	Company	EIN
115.	Snellville RE, LLC	80-0389933
116.	Southern Oaks Rehabilitation and Healthcare Center, LLC	46-4011141
117.	The Bluffs Rehabilitation and Healthcare Center, LLC	20-8889314
118.	The Ridge Rehabilitation and Healthcare Center, LLC	46-3951456
119.	Trinity Mission Health & Rehab of Connersville, LLC	20-8888787
120.	Trinity Mission of Burleson, LLC	62-1842585
121.	Trinity Mission of Comfort, LLC	62-1842573
122.	Trinity Mission of Diboll, LLC	62-1842581
123.	Trinity Mission of Granbury, LLC	62-1842582
124.	Trinity Mission of Italy, LLC	62-1842576
125.	Trinity Mission of Winnsboro, LLC	62-1842583
126.	Utah Valley Rehabilitation and Healthcare Center, LLC	20-88889661
127.	Vicksburg RE, LLC	58-2120150
128.	Victory Rehabilitation and Healthcare Center, LLC	20-8889485
129.	Wadesboro RE, LLC	80-0389929
130.	Wide Horizons RE, LLC	62-1635144
131.	Wide Horizons Residential Care Facility, LLC	20-8889387
132.	Winnsboro RE, LLC	20-8882134
133.	Woodlands Rehabilitation and Healthcare Center, LLC	27-0009127
134.	Yazoo City RE, LLC	42-1648844
135.	Yazoo City Rehabilitation and Healthcare Center, LLC	45-0577216

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	x
In re:	:
	: Chapter 11
Burleson RE, LLC	:
	: Case No. 18-____ (____)
Debtor.	:
-----	:
	x

Rider 2

Real Property or Personal Property that Needs Immediate Attention

Question 12, among other things, asks the debtor to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

The above-captioned debtor (the "Debtor") does not believe it owns or possesses any real or personal property that (i) poses a threat of imminent and identifiable hazard to public health or safety, (ii) needs to be physically secured or protected from the weather, or (iii) includes perishable goods or assets that could quickly deteriorate. The Debtor notes that it is not aware of the exact definition of "imminent and identifiable hazard" as used in this form.

OFFICER'S CERTIFICATE

Dated: March 6, 2018

The undersigned, the Chief Restructuring Officer of Orianna Investment, Inc., a Delaware corporation (the "Company"), does hereby certify the following at and as of the date hereof:

(i) attached as Annex A hereto is a true, correct and complete copy of the resolutions (the "Resolutions") adopted by written consent on March 6, 2018;

(ii) such Resolutions were adopted by the Company in accordance with the terms of the Company's bylaws; and

(iii) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.

/s/ Louis E. Robichaux IV

Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

Annex A
Resolutions

**WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS**

March 5, 2018

WHEREAS, the undersigned, being (i) the Board of Directors (the “4 West Holdings Board”) of 4 West Holdings, Inc. (“4 West Holdings”), (ii) the Board of Directors (“Orianna Investment Board”) of Orianna Investment, Inc. (“Orianna Investment”), and (iii) the Board of Directors (“Orianna SC Board”) of Orianna SC Operator Holdings, Inc. (“Orianna SC”), each a Delaware corporation, hereby consent, pursuant to Section 141(f) of the Delaware General Corporation Law (the “DGCL”), that the actions hereinafter set forth shall be, and hereby are, taken by each of the 4 West Holdings Board, Orianna Investment Board, and Orianna SC Board (collectively, the “Governing Persons”) as of the date hereof with the same force and effect as if they had been adopted at a duly convened meeting of each such Board of Directors.

WHEREAS, Orianna Investment is the sole member of:

- (i) Orianna Holding Company, LLC, a Delaware limited liability company, which in turn is the sole member of (a) Ark Real Estate, LLC, a Delaware limited liability company, which in turn is the sole member of the entities listed on Schedule 1 annexed hereto, each a Delaware limited liability company, and (b) Orianna Health Systems, LLC, a Delaware limited liability company, which in turn is the sole member of the entities listed on Schedule 2 annexed hereto, each a Delaware limited liability company, including (A) Ark Mississippi Holding Company, LLC (“Ark Mississippi”), and (B) Ark Texas Holding Company, LLC, a Delaware limited liability company, which in turn is the sole member and manager of Trinity Mission of Winnsboro, LLC, a Delaware limited liability company, and of
- (ii) Olive Leaf Holding Company, LLC, a Delaware limited liability company, which in turn is the sole member of (a) Ark III Real Estate, LLC, a Delaware limited liability company, which in turn is the sole member of the entities listed on Schedule 3 annexed hereto, each a Delaware limited liability company, and (b) Olive Leaf, LLC, a Delaware limited liability company, which in turn is the sole member of the entities listed on Schedule 4 annexed hereto, each a Delaware limited liability company, including Ark South Carolina Holding Company, LLC (“Ark SC”); and of
- (iii) Joy of Bryan, LLC, a Delaware limited liability company, which in turn is the sole member and manager of (i) Ark II Real Estate, LLC, a Delaware limited liability company, which in turn is the sole member and manager of the entities listed on Schedule 5 annexed hereto, each a Delaware limited liability company, and of (ii) Descending Dove, LLC, a Delaware limited liability company, which in turn is the sole member and manager

of the entities listed on Schedule 6 annexed hereto, each a Delaware limited liability company.

WHEREAS, Ark Mississippi is the sole member of the entities listed on Schedule 7 annexed hereto, each a Delaware limited liability company.

WHEREAS, Ark SC is the sole member of the entities listed on Schedule 8 annexed hereto, each a Delaware limited liability company.

WHEREAS, Orianna SC is the managing member of the entities listed on Schedule 9 annexed hereto, each a Delaware limited liability company.

WHEREAS, 4 West Holdings is the managing member of:

- (i) New Ark Operator Holdings, LLC, a Delaware limited liability company, which in turn is the managing member of the entities listed on Schedule 10 annexed hereto, each a Delaware limited liability company, and
- (ii) New Ark Master Tenant, LLC, a Delaware limited liability company.

WHEREAS, the Governing Persons have considered the financial and operational conditions of the business of the entities listed in Schedule 11 (collectively, the “Companies”);

WHEREAS, the Governing Persons have reviewed the historical performance of the Companies, the market for the Companies’ products and services, and the current and long-term liabilities of the Companies;

WHEREAS, the Governing Persons have, on behalf of the Companies, reviewed, considered, and received the recommendations of the senior management of the Companies and the advice of the Companies’ professionals and advisors with respect to potential sources for relief that are available to the Governing Persons, including the possibility of pursuing a restructuring of the Companies’ business and assets by filing voluntary petitions (the “Petitions”) for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”) in order to commence cases under the Bankruptcy Code (collectively, the “Chapter 11 Cases”);

WHEREAS, the Governing Persons, on behalf of the Companies, have determined that it is advisable and in the best interests of all or some of the Companies to seek approval from the Bankruptcy Court for the Companies to obtain debtor-in-possession financing (the “DIP Loan”) pursuant to that certain Senior Secured Superpriority Debtor-in-Possession Credit Agreement (the “DIP Agreement”) by and among certain of the Companies as borrowers or guarantors thereunder, and OHI Asset RO, LLC, as lender thereunder (“DIP Lender”), in order to provide for funding and liquidity needs in the course of the Chapter 11 Cases, and, subject to such Bankruptcy Court approval, to enter into the DIP Agreement;

WHEREAS, the Governing Persons have, on behalf of the Companies, determined that it is advisable and in the best interests of certain Companies to enter into a Restructuring Support Agreement (the “RSA”) with Omega Healthcare Investors, Inc. and/or certain of its affiliates

(collectively, “Omega”), and a related settlement agreement with Omega whereby the Companies party thereto will, among other things, resolve and settle certain claims by and among Omega and the Companies party thereto (the “Omega Settlement”), and to request approval from the Bankruptcy Court for such Companies to enter into the RSA and the Omega Settlement;

WHEREAS the Governing Persons, on behalf of the Companies, hereby take the following actions, and adopt the following resolutions by written consent to action, and directs that this Consent be filed with the minutes of each Company:

NOW, THEREFORE BE IT RESOLVED, that, in the business judgment of the Governing Persons, after consideration of the alternatives presented to them and the recommendations of senior management of the Companies and the advice of the Companies’ professionals and advisors that, at this time under the relevant circumstances, it is desirable and in the best interests of the Companies, their creditors, and other interested parties for the Petitions to be filed in with the Bankruptcy Court by the Companies seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that, to the extent not already appointed and currently serving as such pursuant to separate resolutions or consents of the Companies, the following individuals be, and hereby are, appointed as officers of each Company with the titles set forth next to his or her name below, to serve until his or her successor(s) are duly elected and qualified:

Louis E. Robichaux IV	Interim Treasurer; and Chief Restructuring Officer
Michelle D. Meer	President and Secretary

FURTHER RESOLVED, that the Petitions seeking relief under the provisions of Chapter 11 of the Bankruptcy Code are approved in all respects and that Louis E. Robichaux IV, as the Interim Treasurer and Chief Restructuring Officer of each of the Companies, Michelle D. Meer, President and Secretary of the Companies, Eric M. Roth, who is hereby designated as an “Authorized Signatory” of each of the Companies, and the other officers of the Companies (collectively, the “Authorized Persons”) be, and hereby are, authorized and directed, on behalf of and in the name of the Companies, to execute the Petitions or authorize the execution of the Petitions and to cause the same to be filed with the Bankruptcy Court, at such time as the Authorized Persons deem appropriate, in order to commence the Chapter 11 Cases; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to execute and file all Petitions, schedules, lists, and other papers and to take any and all actions which they may deem necessary or proper in connection with the prosecution of the Chapter 11 Cases and, in that connection, for the Authorized Persons to retain and employ all assistance, by legal counsel or otherwise, which they may deem necessary or proper in order to successfully prosecute the Chapter 11 Cases; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized and directed to retain on behalf of the Companies, upon such terms and conditions as the Authorized

Persons shall approve, and subject to any Bankruptcy Court approvals or orders required, if any, the following to represent the Companies in connection with the Chapter 11 Cases

- DLA Piper LLP (US), to serve as bankruptcy counsel for the Companies;
- Houlihan Lokey, to serve as investment banker for the Companies;
- Crowe Horwath LLP, to serve as financial advisor for the Companies;
- Ankura Consulting Group, LLC to provide interim management services for the Companies and designate the Chief Restructuring Officer for the Company; and
- Rust Consulting/Omni Bankruptcy, to serve as claims agent for the Companies.

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to retain on behalf of the Companies other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, and other professionals, upon such terms and conditions as the Authorized Persons shall approve, to render services to the Companies in connection with the Chapter 11 Cases or any related insolvency proceeding; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to seek approval from the Bankruptcy Court to enter into the DIP Agreement, and, upon approval of the Bankruptcy Court, to, on behalf of the Companies, execute the DIP Agreement and complete all other transactions contemplated by the DIP Agreement and the orders of the Bankruptcy Court approving same (collectively, the “DIP Transaction”) and to execute and deliver all documentation in connection with the closing of the DIP Transaction by the Companies under such terms and conditions Authorized Persons may approve, and to take any and all actions necessary in connection therewith, including specifically the execution and delivery of (and to file or authorize the filings of, as applicable) all documentation that any such Authorized Persons may deem reasonably necessary or appropriate, including, without limitation, fee letters, promissory notes, deeds to secure debt, mortgages, deeds of trust, security agreements, assignments of leases, rents and profits, borrower’s certificates, financing statements, indemnity agreements, escrow and security agreements, affidavits, assignments, and such other documents as may be necessary or appropriate to consummate, subject to approval by the Bankruptcy Court, such DIP Transaction on behalf of the Companies; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to execute, and to seek approval from the Bankruptcy Court to assume, the RSA, and to execute and deliver all documentation in connection with the RSA by the Companies under such terms and conditions Authorized Persons may approve, and to take any and all actions necessary in connection therewith, including specifically the execution and delivery of all documentation that any such Authorized Persons may deem reasonably necessary or appropriate, including, without limitation, bills of sale, promissory notes, deeds, certificates, escrow agreements, affidavits, assignments, and such other documents as may be necessary or appropriate to, subject to approval by the Bankruptcy Court, consummate the transactions contemplated by the RSA on behalf of the Companies;

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to seek approval from the Bankruptcy Court, and to execute and deliver all documentation in connection with the Omega Settlement under such terms and conditions Authorized Persons and Bankruptcy Court may approve, and to take any and all actions necessary in connection therewith, including specifically the execution and delivery of all documentation that any such Authorized Persons may deem reasonably necessary or appropriate, including, without limitation, bills of sale, promissory notes, deeds, certificates, escrow agreements, affidavits, assignments, and such other documents as may be necessary or appropriate to consummate the transactions contemplated by the Omega Settlement on behalf of the Companies;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the Petitions or with respect to the Chapter 11 Cases, any related insolvency proceeding, the DIP Transaction, the Omega Settlement, the RSA, or in any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed, and approved; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized and directed, in the name of and on behalf of the Companies, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

[signature pages follow]

BOARD OF DIRECTORS OF 4 WEST HOLDINGS, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of 4 West Holdings, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.



Eric M. Roth

[signatures continue on following page]

BOARD OF DIRECTORS OF ORIANNA INVESTMENT, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Orianna Investment, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.



Eric M. Roth

Michelle D. Meer

Alex Paley

[signatures continue on following page]

BOARD OF DIRECTORS OF ORIANNA INVESTMENT, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Orianna Investment, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.

Eric M. Roth



Michelle D. Meer

Alex Paley

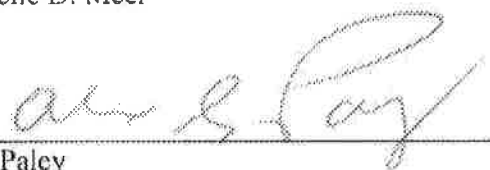
[signatures continue on following page]

BOARD OF DIRECTORS OF ORIANNA INVESTMENT, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Orianna Investment, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.

Eric M. Roth

Michelle D. Meer



Alex Paley

[signatures continue on following page]

BOARD OF DIRECTORS OF ORIANNA SC OPERATOR HOLDINGS, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Orianna SC Operator Holdings, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.



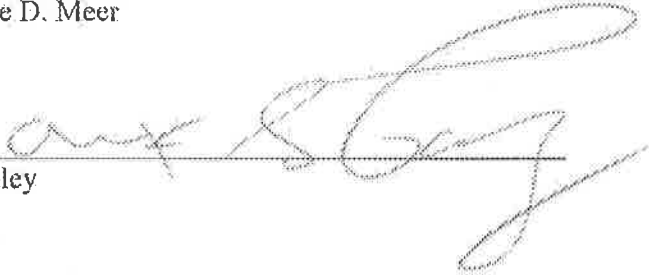
Michelle D. Meer

Alex Paley

BOARD OF DIRECTORS OF ORIANNA SC OPERATOR HOLDINGS, INC.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Orianna SC Operator Holdings, Inc., hereby evidence their unanimous written consent to the foregoing resolutions as of the date first above written. The undersigned direct that this Written Consent shall be filed with the minutes of proceedings of the Board of Directors. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures on this Written Consent shall be deemed original.

Michelle D. Meer



Alex Paley

Schedule 1

1. Battle Ground RE, LLC
2. Burleson RE, LLC
3. Charlottesville RE, LLC
4. Cleveland RE, LLC
5. Clinton RE, LLC
6. Collierville RE, LLC
7. Columbia RE, LLC
8. Comfort RE, LLC
9. Connersville RE, LLC
10. Corinth RE, LLC
11. Diboll RE, LLC
12. Edgefield RE, LLC
13. Farmville RE, LLC
14. Granbury RE, LLC
15. Great Oaks RE, LLC
16. Greenwood RE, LLC
17. Grenada RE, LLC
18. Hillsville RE, LLC
19. Holly RE, LLC
20. Holly Springs RE, LLC
21. Indianola RE, LLC
22. Italy RE, LLC
23. Memphis RE, LLC
24. Midland RE, LLC
25. Natchez RE, LLC
26. Picayune RE, LLC
27. Portland RE, LLC
28. Provo RE, LLC
29. Rocky Mount RE, LLC
30. Roy RE, LLC
31. Vicksburg RE, LLC

32. Wide Horizons RE, LLC
33. Winnsboro RE, LLC
34. Yazoo City RE, LLC

Schedule 2

1. Ark Mississippi Holding Company, LLC
2. Ark Texas Holding Company, LLC
3. Charlottesville Pointe Rehabilitation and Healthcare Center, LLC
4. Farmville Rehabilitation and Healthcare Center, LLC
5. Heritage Park Rehabilitation and Healthcare Center, LLC
6. Hillsville Rehabilitation and Healthcare Center, LLC
7. Holly Lane Rehabilitation and Healthcare Center, LLC
8. Midland Rehabilitation and Healthcare Center, LLC
9. Mountain View Rehabilitation and Healthcare Center, LLC
10. Picayune Rehabilitation and Healthcare Center, LLC
11. Poplar Oaks Rehabilitation and Healthcare Center, LLC
12. Rainbow Rehabilitation and Healthcare Center, LLC
13. Rocky Mount Rehabilitation and Healthcare Center, LLC
14. The Bluffs Rehabilitation and Healthcare Center, LLC
15. Trinity Mission Health & Rehab of Connersville, LLC
16. Trinity Mission of Burleson, LLC
17. Trinity Mission of Comfort, LLC
18. Trinity Mission of Diboll, LLC
19. Trinity Mission of Granbury, LLC
20. Trinity Mission of Italy, LLC
21. Utah Valley Rehabilitation and Healthcare Center, LLC
22. Victory Rehabilitation and Healthcare Center, LLC
23. Wide Horizons Residential Care Facility, LLC

Schedule 3

1. Aiken RE, LLC
2. Anderson RE, LLC
3. Easley RE II, LLC
4. Easley RE, LLC
5. Greenville RE II, LLC
6. Greenville RE, LLC
7. Greer RE, LLC
8. Iva RE, LLC
9. Marietta RE, LLC
10. McCormick RE, LLC
11. Moultrie RE, LLC
12. Pickens RE II, LLC
13. Pickens RE, LLC
14. Piedmont RE, LLC
15. Simpsonville RE II, LLC
16. Simpsonville RE, LLC
17. Snellville RE, LLC
18. Wadesboro RE, LLC

Schedule 4

1. Ambassador Rehabilitation and Healthcare Center, LLC
2. Ark South Carolina Holding Company, LLC
3. Cobblestone Rehabilitation and Healthcare Center, LLC
4. Scepter Rehabilitation and Healthcare Center, LLC
5. Scepter Senior Living Center, LLC

Schedule 5

1. Anderson RE TX, LLC
2. Bryan RE, LLC
3. Rock Prairie RE, LLC

Schedule 6

1. Fortress Health & Rehab of Rock Prairie, LLC
2. Lampstand Health & Rehab of Bryan, LLC
3. Magnified Health & Rehab of Anderson, LLC

Schedule 7

1. Columbia Rehabilitation and Healthcare Center, LLC
2. Cornerstone Rehabilitation and Healthcare Center, LLC
3. Crystal Rehabilitation and Healthcare Center, LLC
4. Delta Rehabilitation and Healthcare Center of Cleveland, LLC
5. Great Oaks Rehabilitation and Healthcare Center, LLC
6. Grenada Rehabilitation and Healthcare Center, LLC
7. Holly Springs Rehabilitation and Healthcare Center, LLC
8. Indianola Rehabilitation and Healthcare Center, LLC
9. Natchez Rehabilitation and Healthcare Center, LLC
10. Woodlands Rehabilitation and Healthcare Center, LLC
11. Yazoo City Rehabilitation and Healthcare Center, LLC

Schedule 8

1. Anchor Rehabilitation and Healthcare Center of Aiken, LLC
2. Greer Rehabilitation and Healthcare Center, LLC
3. Manna Rehabilitation and Healthcare Center, LLC
4. Omega Health & Rehab of Greenville, LLC
5. Patewood Rehabilitation and Healthcare Center, LLC

Schedule 9

1. Capstone Rehabilitation and Healthcare Center, LLC
2. Fleetwood Rehabilitation and Healthcare Center, LLC
3. Iva Rehabilitation and Healthcare Center, LLC
4. Johns Island Rehabilitation and Healthcare Center, LLC
5. Linley Park Rehabilitation and Healthcare Center, LLC
6. McCormick Rehabilitation and Healthcare Center, LLC
7. New Redeemer Health & Rehab of Pickens, LLC
8. Poinsett Rehabilitation and Healthcare Center, LLC
9. River Falls Rehabilitation and Healthcare Center, LLC
10. Simpsonville Rehabilitation and Healthcare Center, LLC
11. Southern Oaks Rehabilitation and Healthcare Center, LLC
12. The Ridge Rehabilitation and Healthcare Center, LLC

Schedule 10

1. Brushy Creek Rehabilitation and Healthcare Center, LLC
2. Greenville Rehabilitation and Healthcare Center, LLC
3. Macon Rehabilitation and Healthcare Center, LLC
4. Riverside Rehabilitation and Healthcare Center, LLC

Schedule 11

1. 4 West Holdings, Inc.
2. Aiken RE, LLC
3. Ambassador Rehabilitation and Healthcare Center, LLC
4. Anchor Rehabilitation and Healthcare Center of Aiken, LLC
5. Anderson RE TX, LLC
6. Anderson RE, LLC
7. Ark II Real Estate, LLC
8. Ark III Real Estate, LLC
9. Ark Mississippi Holding Company, LLC
10. Ark Real Estate, LLC
11. Ark South Carolina Holding Company, LLC
12. Ark Texas Holding Company, LLC
13. Battle Ground RE, LLC
14. Brushy Creek Rehabilitation and Healthcare Center, LLC
15. Bryan RE, LLC
16. Burleson RE, LLC
17. Capstone Rehabilitation and Healthcare Center, LLC
18. Charlottesville Pointe Rehabilitation and Healthcare Center, LLC
19. Charlottesville RE, LLC
20. Cleveland RE, LLC
21. Clinton RE, LLC
22. Cobblestone Rehabilitation and Healthcare Center, LLC
23. Collierville RE, LLC
24. Columbia RE, LLC
25. Columbia Rehabilitation and Healthcare Center, LLC
26. Comfort RE, LLC
27. Connersville RE, LLC
28. Corinth RE, LLC
29. Cornerstone Rehabilitation and Healthcare Center, LLC
30. Crystal Rehabilitation and Healthcare Center, LLC
31. Delta Rehabilitation and Healthcare Center of Cleveland, LLC

32. Descending Dove, LLC
33. Diboll RE, LLC
34. Easley RE II, LLC
35. Easley RE, LLC
36. Edgefield RE, LLC
37. Farmville RE, LLC
38. Farmville Rehabilitation and Healthcare Center, LLC
39. Fleetwood Rehabilitation and Healthcare Center, LLC
40. Fortress Health & Rehab of Rock Prairie, LLC
41. Granbury RE, LLC
42. Great Oaks RE, LLC
43. Great Oaks Rehabilitation and Healthcare Center, LLC
44. Greenville RE II, LLC
45. Greenville RE, LLC
46. Greenville Rehabilitation and Healthcare Center, LLC
47. Greenwood RE, LLC
48. Greer RE, LLC
49. Greer Rehabilitation and Healthcare Center, LLC
50. Grenada RE, LLC
51. Grenada Rehabilitation and Healthcare Center, LLC
52. Heritage Park Rehabilitation and Healthcare Center, LLC
53. Hillsville RE, LLC
54. Hillsville Rehabilitation and Healthcare Center, LLC
55. Holly Lane Rehabilitation and Healthcare Center, LLC
56. Holly RE, LLC
57. Holly Springs RE, LLC
58. Holly Springs Rehabilitation and Healthcare Center, LLC
59. Indianola RE, LLC
60. Indianola Rehabilitation and Healthcare Center, LLC
61. Italy RE, LLC
62. Iva RE, LLC
63. Iva Rehabilitation and Healthcare Center, LLC
64. Johns Island Rehabilitation and Healthcare Center, LLC

65. Joy of Bryan, LLC
66. Lampstand Health & Rehab of Bryan, LLC
67. Linley Park Rehabilitation and Healthcare Center, LLC
68. Macon Rehabilitation and Healthcare Center, LLC
69. Magnified Health & Rehab of Anderson, LLC
70. Manna Rehabilitation and Healthcare Center, LLC
71. Marietta RE, LLC
72. McCormick RE, LLC
73. McCormick Rehabilitation and Healthcare Center, LLC
74. Memphis RE, LLC
75. Midland RE, LLC
76. Midland Rehabilitation and Healthcare Center, LLC
77. Moultrie RE, LLC
78. Mountain View Rehabilitation and Healthcare Center, LLC
79. Natchez RE, LLC
80. Natchez Rehabilitation and Healthcare Center, LLC
81. New Ark Master Tenant, LLC
82. New Ark Operator Holdings, LLC
83. New Redeemer Health & Rehab of Pickens, LLC
84. Olive Leaf Holding Company, LLC
85. Olive Leaf, LLC
86. Omega Health & Rehab of Greenville, LLC
87. Orianna Health Systems, LLC
88. Orianna Holding Company, LLC
89. Orianna Investment, Inc.
90. Orianna SC Operator Holdings, Inc.
91. Patewood Rehabilitation and Healthcare Center, LLC
92. Picayune RE, LLC
93. Picayune Rehabilitation and Healthcare Center, LLC
94. Pickens RE II, LLC
95. Pickens RE, LLC
96. Piedmont RE, LLC
97. Poinsett Rehabilitation and Healthcare Center, LLC

98. Poplar Oaks Rehabilitation and Healthcare Center, LLC
99. Portland RE, LLC
100. Provo RE, LLC
101. Rainbow Rehabilitation and Healthcare Center, LLC
102. River Falls Rehabilitation and Healthcare Center, LLC
103. Riverside Rehabilitation and Healthcare Center, LLC
104. Rock Prairie RE, LLC
105. Rocky Mount RE, LLC
106. Rocky Mount Rehabilitation and Healthcare Center, LLC
107. Roy RE, LLC
108. Scepter Rehabilitation and Healthcare Center, LLC
109. Scepter Senior Living Center, LLC
110. Simpsonville RE II, LLC
111. Simpsonville RE, LLC
112. Simpsonville Rehabilitation and Healthcare Center, LLC
113. Snellville RE, LLC
114. Southern Oaks Rehabilitation and Healthcare Center, LLC
115. The Bluffs Rehabilitation and Healthcare Center, LLC
116. The Ridge Rehabilitation and Healthcare Center, LLC
117. Trinity Mission Health & Rehab of Connersville, LLC
118. Trinity Mission of Burleson, LLC
119. Trinity Mission of Comfort, LLC
120. Trinity Mission of Diboll, LLC
121. Trinity Mission of Granbury, LLC
122. Trinity Mission of Italy, LLC
123. Trinity Mission of Winnsboro, LLC
124. Utah Valley Rehabilitation and Healthcare Center, LLC
125. Vicksburg RE, LLC
126. Victory Rehabilitation and Healthcare Center, LLC
127. Wadesboro RE, LLC
128. Wide Horizons RE, LLC
129. Wide Horizons Residential Care Facility, LLC
130. Winnsboro RE, LLC

131. Woodlands Rehabilitation and Healthcare Center, LLC
132. Yazoo City RE, LLC
133. Yazoo City Rehabilitation and Healthcare Center, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	x	
	:	
Burleson RE, LLC	:	Chapter 11
	:	
Debtor.	:	Case No. 18-____ (____)
	:	
	:	
	x	

**LIST OF CREDITORS WHO HAVE THE
40 LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor (the “Debtor”) hereby certifies that the *List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtor’s top 40 unsecured creditors (the “Top 40 List”). The list has been prepared from the Debtor’s unaudited books and records as of the Petition Date. The Top 40 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 40 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims. The information presented in the Top 40 List shall not constitute an admission by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date. The failure of the Debtor’s to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

Fill in this information to identify the case:Debtor Name Burleson RE, LLCUnited States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (If known): _____

 Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders****12/15**

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Healthcare Services Group Inc PO Box 829677 Philadelphia, PA 19182-9677	(864) 306-7785 info@hcsgrcorp.com	PROF SERV		\$0.00		\$17,590,874.23
Pharmerica Corporation 1900 South Sunset Street Unit 1a Longmont, CO 80501	(720) 652-4518 Jae4201@pharmerica.com	PHARMACY		\$0.00		\$5,015,934.94
Omnicare Inc Dept 781668 PO Box 78000 Detroit, MI 48278-1668	(313) 465-1500 results@omnicare.com	PHARMACY		\$0.00		\$3,853,708.84
Medline Industries Inc Dept 1080 PO Box 121080 Dallas, TX 75312-1080	(847) 643-4062 finance@medline.com	MED SUPPLY		\$0.00		\$1,841,862.58
Anthem BCBS PO Box 951254 Cleveland, OH 44193	(800) 786-8015 laura.crozier@anthem.com	INSURANCE		\$0.00		\$505,790.64
Mobilex Usa PO Box 17462 Baltimore, MD 21297	(800) 786-8015 jeff.barton@mobilexusa.com	MEDICAL		\$0.00		\$494,894.70
DME Tennessee LLC PO Box 1017 Dickson, TN 37056-1017	(877) 640-9795 Billers@alanahealthcare.com	PROF SERV		\$0.00		\$345,330.00

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Specialized Medical Services I 7237 Solution Ctr Chicago, IL 60677-7002	(800) 786-3656 oxegynbilling@specializedmed.com	MED SUPPLY		\$0.00		\$325,327.51
Direct Supply Box 88201 Milwaukee, WI 53288-0201	(800) 634-7328 DFord@directs.com	SUPPLIES		\$0.00		\$317,332.89
Joerns Healthcare LLC 19748 Dearborn Street Chatsworth, CA 91311	(800) 966-6662 treasury@joerns.com	EQUIPMENT		\$0.00		\$293,887.32
Reliance Standard Life Insuran PO Box 3124 Southeastern, PA 19398-3124	(267) 256-3500 customer.service@rsli.com	INSURANCE		\$0.00		\$254,072.14
Pointclickcare Technologies In PO Box 674802 Detroit, MI 48267-4802	(800) 277-5889 accountservices@pointclickcare.com	SOFTWARE		\$0.00		\$224,004.82
Regional Ambulance Service Inc 1089 Augusta Road Suite 300 Warrenville, SC 29851	(803) 392-7107 jodi@regionalambulance.net	TRANSPORT		\$0.00		\$186,986.96
American Healthtech Software PO Box 936171 Atlanta, GA 31193-6171	(601) 978-6800 katie.wilson@cpsi.com	SOFTWARE		\$0.00		\$167,907.89
National Datacare Corporation PO Box 222430 Chantilly, VA 20153-2430	(703) 830-3660 support@nationaldatacare.com	SUPPLIES		\$0.00		\$158,643.31
Pointright 150 Cambridge Park Dr Suite 301 Cambridge, MA 2140	(781) 457-5960 info@pointright.com	PROF SERV		\$0.00		\$127,530.00
Advance Nursing Corporation c/o Magnolia Financial Inc PO Box 16807 Atlanta, GA 30321-0807	(864) 573-9900 cbrock@advancenursing.com dtorres@advancenursing.com	STAFFING		\$0.00		\$111,057.02
Vital Care PO Box 51222 Piedmont, SC 29673	(866) 764-4911 Jdockery8105.jd@gmail.com	TRANSPORT		\$0.00		\$110,924.90

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Hancock Daniel Johnson & Nagle PO Box 72050 Richmond, VA 23255-2050	(804) 967-9604 info@hancockdaniel.com	LEGAL		\$0.00		\$109,652.27
Quintairos Prieto Wood & Boyer 9200 South Dadeland Blvd Suite 100 Miami, FL 33156	(305) 670-1101 fs@qpwblaw.com servicecopies@qpwblaw.com	LEGAL		\$0.00		\$108,428.62
Accelerated Care Plus Leasing 13828 Collections Center Drive Chicago, IL 60693	(800) 350-1100 acp-customersupport@hanger.com	RENTAL		\$0.00		\$104,327.39
HD Supply Facilities Maint Ltd PO Box 509058 San Diego, CA 92150-9058	(800) 798-8888 fmeft@hdsupply.com	REPAIRS		\$0.00		\$95,319.44
Brown & Brown Northwest PO Box 29018 Portland, OR 97296	(503) 274-6511 info@bbnw.com	INSURANCE		\$0.00		\$88,492.00
United Healthcare PO Box 30997 Salt Lake City, UT 84130	(877) 842-3210	PATIENT REFUND		\$0.00		\$86,372.29
Shred It Usa Inc 28883 Network Place Chicago, IL 60673	(800) 697-4733 Memphis@shredit.com	SHRED		\$0.00		\$84,600.41
Presidio Networked Solutions I PO Box 822169 Philadelphia, PA 19182	(770) 449-6116 eorfale@presidio.com	SOFTWARE		\$0.00		\$82,498.86
Medshore Ambulance Service Inc PO Box 650458 Dallas, TX 75265	(844) 597-4911 www.priorityambulance.com/southcarolina/contact-us/	TRANSPORT		\$0.00		\$80,440.04
Dell Marketing LP c/o Dell USA LP PO Box 534118 Atlanta, GA 30353-4118	(800) 283-2210 www.dell.com/Support/SendUsAMessage	SOFTWARE		\$0.00		\$77,047.30
Curaspan Health Group Inc Dept 2869 PO Box 122869 Dallas, TX 75312-2869	(617) 395-0125 info@navihealth.us	RENTAL		\$0.00		\$72,850.00
West IP Communications Inc Department 1413 Denver, CO 80256	(888) 728-0950 westipc.com	PHONE		\$0.00		\$67,144.80

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Health Care Services LLC 9221 SW Barber Blvd #207 Portland, OR 97219	(503) 977-0380	STAFFING		\$0.00		\$60,198.31
American Health Associates 15712 SW 41st Street Suite 16 Davie, FL 33331-1538	(954) 919-5005 contact@ahalabs.com	LAB		\$0.00		\$60,160.36
Staples Advantage Dept Dal PO Box 83689 Chicago, IL 60696	(888) 753-4103 arremittance@staples.com	SUPPLIES		\$0.00		\$58,235.69
Hall Booth Smith PC 191 Peachtree St Ne Suite 2900 Atlanta, GA 30303-1775	(404) 954-5000 bbendall@hallboothsmith.com lhall@hallboothsmith.com	LEGAL		\$0.00		\$57,465.36
Laser Recharge 485 E South Street Suite 101 Collierville, TN 38017	(901) 853-0742 orders@laser-recharge.com	SUPPLIES		\$0.00		\$57,271.69
Patterson Medical PO Box 93040 Chicago, IL 60673-3040	(800) 323-5547 victoria.schultz@patterson-medical.com	SUPPLIES		\$0.00		\$57,245.20
Inpatient Consultants Of North PO Box 844929 Los Angeles, CA 90084-4929	(888) 800-3377 ipchealthcare.com	STAFFING		\$0.00		\$53,113.26
GA Dept Of Community Health Benefits Recovery Section PO Box 277941 Atlanta, GA 30384-7941	(800) 610-1863 (404) 651-6141 https://dch.georgia.gov/contact-dch	PATIENT REFUND		\$0.00		\$48,389.08
South Carolina Healthcare Asso 176 Laurelhurst Ave Columbia, SC 29210	(803) 772-7511 schca@schca.org	DUES		\$0.00		\$47,458.30
NRC Health PO Box 809030 Chicago, IL 60680-9030	(800) 601-3884 info@nrchealth.com	PROF SERV		\$0.00		\$46,350.00

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

Debtor Name Burleson RE, LLC

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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

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

Declaration and signature

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

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

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____*

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

Executed on 03/06/2018
MM / DD / YYYY

*s/ Louis E. Robichaux IV
Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	x	
	:	
Burleson RE, LLC	:	Chapter 11
	:	
Debtor.	:	Case No. 18-____ (____)
	:	
	:	
	x	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the Debtor certifies that the following corporate entities or individuals own 10% or more of the Debtor.

Debtor's Shareholder	Percentage Ownership Interest
Ark Real Estate LLC c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

Ark Real Estate, LLC Shareholder	Percentage Ownership Interest
Orianna Holding Company, LLC c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

Orianna Holding Company, LLC Shareholder	Percentage Ownership Interest
Orianna Investment, Inc. c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

Orianna Investment, Inc. Shareholder	Percentage Ownership Interest
4 West Holdings, Inc. c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

4 West Holdings, Inc. Shareholder	Percentage Ownership Interest
4 West Investors, LLC c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

4 West Investors, LLC Shareholder	Percentage Ownership Interest
HS New Ark Trust	44%
JS New Ark Trust	22%
DES New Ark Trust	34%

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

Debtor Name Burleson RE, LLC

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (If known): _____

Official Form 202

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Declaration and signature

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

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Statement of Corporate Ownership*

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

Executed on 03/06/2018
MM / DD / YYYY

*/s/ Louis E. Robichaux IV
Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	x	
	:	
Burleson RE, LLC	:	Chapter 11
	:	
Debtor.	:	Case No. 18-____ (____)
	:	
	:	
	x	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Percentage of Interests Held
Ark Real Estate LLC c/o Louis E. Robichaux IV, CRO 15950 Dallas Parkway Dallas, TX 75248	100%

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

Debtor Name Burleson RE, LLC

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration* List of Equity Security Holders

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

Executed on 03/06/2018
MM / DD / YYYY

*/s/ Louis E. Robichaux IV
Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer

