

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TENNESSEE

Case number (if known) Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

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 The Lake District, 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) 82-1519772

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 3536 Canada Road Lakeland, TN 38002 5959 Topanga Canyon Blvd., Ste. 375 Woodland Hills, CA 91367 Number, Street, City, State & ZIP Code P.O. Box, Number, Street, City, State & ZIP Code Shelby County Location of principal assets, if different from principal place of business 3536 Canada Road Lakeland, TN 38002 Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://www.thelakedistrict.us/

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

Debtor The Lake District, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

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

B. Check all that apply

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

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

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

Debtor The Lake District, LLC Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No Yes.

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

Debtor Relationship _____
 District _____ When _____ Case number, if known _____

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

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

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

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

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

Statistical and administrative information

13. Debtor's estimation of available funds. *Check one:*
 Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors 1-49 50-99 100-199 200-999 1,000-5,000 5001-10,000 10,001-25,000 25,001-50,000 50,001-100,000 More than 100,000

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

16. Estimated liabilities \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion

Debtor **The Lake District, LLC** Case number (if known) _____
Name

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

Debtor The Lake District, LLC Case number (if known) _____
Name

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 March 24, 2023
MM / DD / YYYY

X /s/ Yehuda Netanel
Signature of authorized representative of debtor
Title Manager

Yehuda Netanel
Printed name

18. Signature of attorney

X /s/ Michael P. Coury
Signature of attorney for debtor

Date **March 24, 2023**
MM / DD / YYYY

Michael P. Coury
Printed name

GLANKLER BROWN PLLC
Firm name

**6000 Poplar Ave
Suite 400
Memphis, TN 38119**
Number, Street, City, State & ZIP Code

Contact phone 901-525-1322 Email address mcoury@glankler.com

7002 TN
Bar number and State

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

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 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

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

Executed on March 24, 2023

X /s/ Yehuda Netanel

Signature of individual signing on behalf of debtor

Yehuda Netanel

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured 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
A2H Engineers 3009 Davies Plantation Road Lakeland, TN 38002		Trade Debt				\$27,911.00
Activate IV 1589 Appling Road Cordova, TN 38016		Tenant Improvement Allowance				\$41,141.00
Albright Investments, LLC 2171 Judicial Drive, Suite 120 Germantown, TN 38183		Broker Commissions				\$20,832.00
Carr Real Estate Brokerage 12820 Lynnfield Road Englewood, CO 80112		Broker commission				\$11,442.00
Chosen Lines Boutique 739 Fairway Drive Covington, TN 38019		Tenant Improvement Allowance				\$42,527.50
Economics Erosion Control 7272 Louella Avenue Arlington, TN 38002		Trade Debt				\$89,799.00

Debtor **The Lake District, LLC**
Name

Case number (if known)

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,	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
Ella & Leah Fitness, LLC d/b/a Stretch Lab Lakeland 5841 Burlington Lane Attn. Jason McAllister Olive Branch, MS 38654		Tenant Improvement Allowance	Subject to Setoff			\$37,575.00
Erik Gonzalez 1718 Madison Avenue Memphis, TN 38104		Counterclaim for Breach of Contract	Contingent Unliquidated Disputed Subject to Setoff			\$0.00
Fossett Paving Company 115 Cowan Road Collierville, TN 38017		Trade Debt				\$114,583.00
Frida's Express, Inc. 1718 Madison Avenue Memphis, TN 38104		Counterclaim for Breach of Contract	Contingent Unliquidated Disputed Subject to Setoff			\$0.00
Gilad Development Corporation 5959 Topanga Canyon Road, Ste. 375 Woodland Hills, CA 91367		Loans				\$2,674,510.40
Gipson Mechanical Contractors 6863 East Raleigh LaGrange Road Memphis, TN 38134		Roof top HVAC and installation				\$52,720.75
Gloss Nail Bar, LLC 561 Erin Drive Memphis, TN 38117		Tenant Improvement Allowance				\$307,840.00
Grinder & Haizlip Construction 1746 Thomas Road Memphis, TN 38134		Trade Debt				\$63,155.00
Hollywood Feed, LLC 1341 Warford Street Memphis, TN 38108		Tenant Improvement Allowance	Contingent Unliquidated Disputed Subject to Setoff			\$36,000.00

Debtor **The Lake District, LLC**
Name

Case number (if known) _____

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,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Kardoush, LLC 7730 Poplar Avenue, Suite 5 Germantown, TN 38138-3948		Tenant Improvement Allowance				\$146,140.00
Lakefront Wellness, LLC 10509 Riley River Road Lakeland, TN 38002		Tenant Improvement Allowance				\$38,920.00
Pyramid Electric, Inc. 7555 Appling Center Drive Memphis, TN 38133		Trade Debt				\$105,356.00
TLN Group, LLC 10004 Quaking Lane Lakeland, TN 38002		Tenant Improvement Allowance				\$25,000.00
VC Restaurant, LLC 8323 Saint Ives Cove Cordova, TN 38016		Tenant Improvement Allowance				\$136,875.00

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)	
1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>60,000,000.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>20,244,507.33</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>80,244,507.33</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>43,274,787.70</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>3,972,327.65</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>47,247,115.35</u>

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B Schedule A/B: Assets - Real and Personal Property

12/15

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

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

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

Part 1: Cash and cash equivalents

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

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

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

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

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
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3.1. <u>Simmons Bank</u>	<u>Checking account</u>	<u>7131</u>	<u>\$3,000.00</u>
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3.2. <u>First Horizon Bank</u>	<u>Checking account</u>		<u>\$3,911.35</u>
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4. **Other cash equivalents** (*Identify all*)

5. **Total of Part 1.**

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

<u>\$6,911.35</u>

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

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

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

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

11. **Accounts receivable**

Debtor The Lake District, LLC Case number (If known) _____
 Name

11a. 90 days old or less: 101,110.54 - 0.00 = \$101,110.54
 face amount doubtful or uncollectible accounts

11b. Over 90 days old: 105,759.44 - 0.00 = \$105,759.44
 face amount doubtful or uncollectible accounts

12. **Total of Part 3.** **\$206,869.98**
 Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Part 4: Investments

13. Does the debtor own any investments?

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

		Valuation method used for current value	Current value of debtor's interest
14. Mutual funds or publicly traded stocks not included in Part 1 Name of fund or stock:			
15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture Name of entity: % of ownership			
15.1. <u>The Willows at the Lake - Homes, LLC</u>	<u>99.75</u> %	<u>N/A</u>	<u>\$0.00</u>
15.2. <u>The Willows at the Lake - Townhomes, LLC</u>	<u>99.75</u> %		<u>\$1.00</u>

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

17. **Total of Part 4.** **\$1.00**
 Add lines 14 through 16. Copy the total to line 83.

Part 5: Inventory, excluding agriculture assets

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

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

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

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes Fill in the information below.

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

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

- No. Go to Part 8.

Debtor The Lake District, LLC Case number (If known) _____
 Name

Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

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

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

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1. <u>2016 Ranger Rover Sport - 81,000 miles</u>	<u>\$30,725.00</u>	<u>N/A</u>	<u>\$30,725.00</u>

48. **Watercraft, trailers, motors, and related accessories** *Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels*

49. **Aircraft and accessories**

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

51. **Total of Part 8.** \$30,725.00
 Add lines 47 through 50. Copy the total to line 87.

52. **Is a depreciation schedule available for any of the property listed in Part 8?**
 No
 Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**
 No
 Yes

Part 9: Real property

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

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

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

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. <u>3536 Canada Road</u>	<u>Fee Simple</u>	<u>Unknown</u>		<u>\$60,000,000.00</u>

56. **Total of Part 9.** \$60,000,000.00
 Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.

Debtor The Lake District, LLC Case number (If known) _____
 Name

Copy the total to line 88.

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

- No
- Yes

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

- No
- Yes

Part 10: Intangibles and intellectual property

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

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

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

Lake District LLC v. Frida's Express Inc. , Frida's Inc., Lauriano Gonzalez, Jesse Gonzalez, and Erik Gonzalez

Unknown

Nature of claim Breach of lease and guaranty
 Amount requested \$0.00

The Lake District, LLC v. Hollywood Feed, LLC - Counterclaim for breach of contract

Unknown

Nature of claim _____
 Amount requested \$0.00

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

Tax Increment Financing Agreement with Industrial Development Board of City of Lakeland - current infrastructure cost reimbursement

\$20,000,000.00

Debtor The Lake District, LLC Case number (If known) _____
Name

78. **Total of Part 11.**
Add lines 71 through 77. Copy the total to line 90.

<u>\$20,000,000.00</u>

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
 No
 Yes

Debtor The Lake District, LLC
Name

Case number (If known) _____

Part 12: Summary

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

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$6,911.35</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$206,869.98</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$1.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$30,725.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$60,000,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$20,000,000.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$20,244,507.33</u>	+ 91b. <u>\$60,000,000.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$80,244,507.33</u>

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

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

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

Part 1: List Creditors Who Have Secured Claims

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

		Column A	Column B	
		Amount of claim	Value of collateral that supports this claim	
		Do not deduct the value of collateral.		
2.1	<p>Hamilton-Elles, Inc.</p> <p>Creditor's Name 2056 Fletcher Creek Drive, Suite 102 Memphis, TN 38133</p> <p>Creditor's mailing address</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. 1. TIG Romspen US Master Mortgage, LP 2. Hamilton-Elles, Inc. 3. Linkous Construction Company, Inc. 4. Performance Contracting, Inc. 5. Moneymaker Contracting 6. Magnolia Underground Construction, Inc. 7. LRK Architects</p>	<p>Describe debtor's property that is subject to a lien 3536 Canada Road - debt included in Linkous claim</p> <p>Describe the lien Mechanic's Lien</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p>\$87,058.53</p>	<p>\$60,000,000.00</p>
2.2	<p>Linkous Construction Company, Inc.</p> <p>Creditor's Name 1661 Aaron Brenner Drive, Suite 207 Memphis, TN 38120</p> <p>Creditor's mailing address</p>	<p>Describe debtor's property that is subject to a lien 3536 Canada Road</p> <p>Describe the lien Mechanic's Lien</p>	<p>\$603,822.39</p>	<p>\$60,000,000.00</p>

Debtor The Lake District, LLC Case number (if known) _____

Name

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

As of the petition filing date, the claim is:

Check all that apply

Contingent

Unliquidated

Disputed

2.3 LRK Architects

Creditor's Name

**175 Toyota Plaza, Suite 500
Memphis, TN 38103**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

Describe debtor's property that is subject to a lien

3536 Canada Road

\$53,433.75

\$60,000,000.00

Describe the lien

Mechanic's Lien

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

Contingent

Unliquidated

Disputed

2.4 LRK Architects

Creditor's Name

**175 Toyota Plaza, Suite 500
Memphis, TN 38103**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

3504 Lake District Dr. West; 9845 Lake District Dr. North; 9861 Lake District Drive North

\$64,255.25

Unknown

Describe the lien

Mechanic's Lien

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

Contingent

Unliquidated

Disputed

Debtor **The Lake District, LLC**
Name

Case number (if known)

2.5	Magnolia Underground Construction, Inc. <small>Creditor's Name</small>	Describe debtor's property that is subject to a lien 3536 Canada Road	\$255,017.89	\$60,000,000.00
	2926 Cayce Road Byhalia, MS 38611 <small>Creditor's mailing address</small>	Describe the lien Materialman's Lien		
	<small>Creditor's email address, if known</small>	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
	Last 4 digits of account number	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed		
	Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. Specified on line 2.1			

2.6	Moneymaker Contracting <small>Creditor's Name</small>	Describe debtor's property that is subject to a lien 3536 Canada Road	\$201,087.30	\$60,000,000.00
	8931 Highway 305, Suite 201 Olive Branch, MS 38654 <small>Creditor's mailing address</small>	Describe the lien Mechanic's Lien		
	<small>Creditor's email address, if known</small>	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred December 2022	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
	Last 4 digits of account number	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
	Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. Specified on line 2.1			

2.7	Performance Contracting, Inc. <small>Creditor's Name</small>	Describe debtor's property that is subject to a lien 3536 Canada Road - debt included in Linkous lien	\$109,128.68	\$60,000,000.00
	1877 Vanderhorn Drive Memphis, TN 38124 <small>Creditor's mailing address</small>	Describe the lien Materialman's Lien		
	<small>Creditor's email address, if known</small>	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		

Debtor The Lake District, LLC Case number (if known) _____
Name

Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No

Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

As of the petition filing date, the claim is:

Check all that apply

- Contingent
- Unliquidated
- Disputed

2.8

TIG Romspen US Master Mortgage, LP

Creditor's Name

**162 Cumberland Street,
 Suite 300
 Toronto, Ontario M5R 3N5**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

2020

Last 4 digits of account number

0051

Do multiple creditors have an interest in the same property?
 No

Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

Describe debtor's property that is subject to a lien

3536 Canada Road

\$41,900,983.91

\$60,000,000.00

Describe the lien

First Mortgage

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

- Contingent
- Unliquidated
- Disputed

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

**\$43,274,787.
70**

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

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

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

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Elizabeth Stengel
 Evans Petree PC
 1715 Aaron Brenner Drive, Suite 800
 Memphis, TN 38120**

Line 2.6

**Kyle S. Hirsch
 Bryan Cave Leighton Paisner, LLP
 Two North Central Avenue
 Suite 2100
 Phoenix, AZ 85004-4406**

Line 2.8

**Linda J. Mathis
 6389 Quail Hollow, Suite 201
 Memphis, TN 38120**

Line 2.1

Debtor The Lake District, LLC Case number (if known) _____
Name

**Locke Waldrop, Esq.
Baker Donelson
Suite 2000
165 Madison Avenue
Memphis, TN 38103**

Line 2.8

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F
Schedule E/F: Creditors Who Have Unsecured Claims

12/15

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

Part 1: List All Creditors with PRIORITY Unsecured Claims

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

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

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address A2H Engineers 3009 Davies Plantation Road Lakeland, TN 38002 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$27,911.00</u>
3.2	Nonpriority creditor's name and mailing address Activate IV 1589 Appling Road Cordova, TN 38016 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Tenant Improvement Allowance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$41,141.00</u>
3.3	Nonpriority creditor's name and mailing address Albright Investments, LLC 2171 Judicial Drive, Suite 120 Germantown, TN 38183 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Broker Commissions</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$20,832.00</u>
3.4	Nonpriority creditor's name and mailing address Carr Real Estate Brokerage 12820 Lynnfield Road Englewood, CO 80112 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Broker commission</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$11,442.00</u>

Debtor The Lake District, LLC Case number (if known) _____
Name

3.5 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$42,527.50
Chosen Lines Boutique
739 Fairway Drive
Covington, TN 38019
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Tenant Improvement Allowance
Is the claim subject to offset? No Yes

3.6 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$89,799.00
Economics Erosion Control
7272 Louella Avenue
Arlington, TN 38002
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Trade Debt
Is the claim subject to offset? No Yes

3.7 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$37,575.00
Ella & Leah Fitness, LLC
d/b/a Stretch Lab Lakeland
5841 Burlington Lane
Attn. Jason McAllister
Olive Branch, MS 38654
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Tenant Improvement Allowance
Is the claim subject to offset? No Yes

3.8 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* Unknown
Erik Gonzalez
1718 Madison Avenue
Memphis, TN 38104
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Counterclaim for Breach of Contract
Is the claim subject to offset? No Yes

3.9 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* \$114,583.00
Fossett Paving Company
115 Cowan Road
Collierville, TN 38017
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Trade Debt
Is the claim subject to offset? No Yes

3.10 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* Unknown
Frida's Express, Inc.
1718 Madison Avenue
Memphis, TN 38104
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Counterclaim for Breach of Contract
Is the claim subject to offset? No Yes

3.11 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is:** *Check all that apply.* Unknown
Frida's, Inc.
1718 Madison Avenue
Memphis, TN 38104
Date(s) debt was incurred _____
Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Counterclaim for Breach of Contract
Is the claim subject to offset? No Yes

Debtor The Lake District, LLC Case number (if known) _____
Name

3.12 Nonpriority creditor's name and mailing address **Gilad Development Corporation**
 5959 Topanga Canyon Road, Ste. 375
 Woodland Hills, CA 91367
 Date(s) debt was incurred 2017-2023
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$2,674,510.40**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Loans
 Is the claim subject to offset? No Yes

3.13 Nonpriority creditor's name and mailing address **Gipson Mechanical Contractors**
 6863 East Raleigh LaGrange Road
 Memphis, TN 38134
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$52,720.75**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Roof top HVAC and installation
 Is the claim subject to offset? No Yes

3.14 Nonpriority creditor's name and mailing address **Gloss Nail Bar, LLC**
 561 Erin Drive
 Memphis, TN 38117
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$307,840.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Tenant Improvement Allowance
 Is the claim subject to offset? No Yes

3.15 Nonpriority creditor's name and mailing address **Grinder & Haizlip Construction**
 1746 Thomas Road
 Memphis, TN 38134
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$63,155.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Trade Debt
 Is the claim subject to offset? No Yes

3.16 Nonpriority creditor's name and mailing address **Hollywood Feed, LLC**
 1341 Warford Street
 Memphis, TN 38108
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$36,000.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Tenant Improvement Allowance
 Is the claim subject to offset? No Yes

3.17 Nonpriority creditor's name and mailing address **Jesse Gonzalez**
 1718 Madison Avenue
 Memphis, TN 38104
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **Unknown**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Counterclaim for Breach of Contract
 Is the claim subject to offset? No Yes

3.18 Nonpriority creditor's name and mailing address **Kardoush, LLC**
 7730 Poplar Avenue, Suite 5
 Germantown, TN 38138-3948
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$146,140.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: Tenant Improvement Allowance
 Is the claim subject to offset? No Yes

Debtor The Lake District, LLC Case number (if known) _____
Name

3.19	Nonpriority creditor's name and mailing address Lakefront Wellness, LLC 10509 Riley River Road Lakeland, TN 38002 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Tenant Improvement Allowance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$38,920.00
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3.20	Nonpriority creditor's name and mailing address Lauriano Gonzalez 1718 Madison Avenue Memphis, TN 38104 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Counterclaim for Breach of Contract</u> Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	Unknown
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3.21	Nonpriority creditor's name and mailing address Pyramid Electric, Inc. 7555 Appling Center Drive Memphis, TN 38133 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$105,356.00
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3.22	Nonpriority creditor's name and mailing address TLN Group, LLC 10004 Quaking Lane Lakeland, TN 38002 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Tenant Improvement Allowance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$25,000.00
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3.23	Nonpriority creditor's name and mailing address VC Restaurant, LLC 8323 Saint Ives Cove Cordova, TN 38016 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Tenant Improvement Allowance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$136,875.00
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Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any

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

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

		Total of claim amounts	
5a. Total claims from Part 1	\$	0.00	
5b. Total claims from Part 2	+	3,972,327.65	
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	\$	3,972,327.65	

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

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

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

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
---	---

<p>2.1. State what the contract or lease is for and the nature of the debtor's interest</p> <p style="padding-left: 40px;">State the term remaining</p> <p style="padding-left: 40px;">List the contract number of any government contract _____</p>	Lease	<p>Activate IV Activate Memphis, LLC Attn: Jeana W Bond & William Bond 1589 Appling Road Cordova, TN 38016</p>
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<p>2.2. State what the contract or lease is for and the nature of the debtor's interest</p> <p style="padding-left: 40px;">State the term remaining</p> <p style="padding-left: 40px;">List the contract number of any government contract _____</p>	Lease	<p>Chosen Lines Boutique, LLC 739 Fairway Drive Covington, TN 38019</p>
--	--------------	--

<p>2.3. State what the contract or lease is for and the nature of the debtor's interest</p> <p style="padding-left: 40px;">State the term remaining</p> <p style="padding-left: 40px;">List the contract number of any government contract _____</p>	Lease	<p>Ella & Leah Fitness d/b/a CycleBar Lakeland 5841 Burlington Lane Olive Branch, MS 38654</p>
--	--------------	---

<p>2.4. State what the contract or lease is for and the nature of the debtor's interest</p> <p style="padding-left: 40px;">State the term remaining</p> <p style="padding-left: 40px;">List the contract number of any government contract _____</p>	Lease	<p>Frost Bake Shop All American Sweets, Inc. 7876 Stage Hills Boulevard, Suite 1006 Bartlett, TN 38133</p>
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Debtor 1 **The Lake District, LLC** Case number (if known) _____
First Name Middle Name Last Name

Additional Page if You Have More Contracts or Leases

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

2.5. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining
List the contract number of any government contract
Gloss Nail Bar, LLC
561 Erin Drive
Memphis, TN 38117

2.6. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining
List the contract number of any government contract
Hollywood Feed, LLC
1341 Warford Street
Memphis, TN 38108

2.7. State what the contract or lease is for and the nature of the debtor's interest **Tax Increment Financing Agreement dated September 5, 2017**
State the term remaining
List the contract number of any government contract
IDB of City of Lakeland
10001 Hwy 70
Lakeland, TN 38002

2.8. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining
List the contract number of any government contract
Kardoush LLC / Lakeland Wine & Liquor
7730 Poplar Avenue, Suite 5
Germantown, TN 38138-3948

2.9. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining
List the contract number of any government contract
Lakefront Wellness, LLC
10509 Riley River Road
Attn. Chase Papke
Arlington, TN 38002

Debtor 1 **The Lake District, LLC** Case number (if known) _____
First Name Middle Name Last Name

Additional Page if You Have More Contracts or Leases

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

2.10. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **Olive House Mediterranean Restaurant**
List the contract number of any government contract **c/o Adam Jacob Adam**
4007 Herons Landing Lane
Arlington, TN 38002

2.11. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **Songstad Enterprises, Inc. d/b/a**
List the contract number of any government contract **Effin Egg**
Attn: Randall Songstad
2438 Eagleridge Lane
Cordova, TN 38016

2.12. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **StretchLab**
List the contract number of any government contract **Ella & Leah Fitness, LLC**
5841 Burlington Lane
Olive Branch, MS 38654

2.13. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **The Soap Factory**
List the contract number of any government contract **Andrew David Soap Factory Co.**
81 Charleswood Drive
Atoka, TN 38004

2.14. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **TLN Group Boba Society**
List the contract number of any government contract **TLN Group, LLC**
10004 Quaking Lane
Arlington, TN 38002

Debtor 1 **The Lake District, LLC** Case number (if known) _____
First Name Middle Name Last Name

Additional Page if You Have More Contracts or Leases

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

2.15. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **Villa Castrioti**
List the contract number of any government contract **VC Restaurant, LLC**
8323 Saint Ives Cove
Cordova, TN 38016

2.16. State what the contract or lease is for and the nature of the debtor's interest **Lease**
State the term remaining **Wayback Burgers**
List the contract number of any government contract **U.S. Donuts, Inc.**
1337 Fairway Forest Drive East
Attn: Rino Bo
Cordova, TN 38016

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

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

1. Do you have any codebtors?

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

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

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	Gilad Development Corporation	5959 Topanga Canyon Road Ste 375 Woodland Hills, CA 91367	TIG Romspen US Master Mortgage, LP	<input checked="" type="checkbox"/> D <u>2.8</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.2	Yehuda Netanel	5959 Topanga Canyon Road Ste 375 Woodland Hills, CA 91367	TIG Romspen US Master Mortgage, LP	<input checked="" type="checkbox"/> D <u>2.8</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Fill in this information to identify the case:

Debtor name The Lake District, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TENNESSEE

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

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

Part 1: Income

1. Gross revenue from business

None.

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

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From **3/01/2023** to **Filing Date**

Operating a business
 Other _____

\$241,920.15

For prior year:
From **1/01/2022** to **12/31/2022**

Operating a business
 Other _____

\$241,920.15

For year before that:
From **1/01/2021** to **12/31/2021**

Operating a business
 Other _____

\$98,599.00

2. Non-business revenue

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

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

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

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **The Lake District, LLC**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Economic Erosion Control, LLC	1/27/23 - 20,000.00 2/24/23 - \$6250.00 3/13/23 - \$5415.00	\$36,665.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.2. Farris Bobango PLLC 999 Shady Grove Road Suite 500 Memphis, TN 38119	1/19/23 - 15,000 2/3/23 - 15,000 3.18. 23 - 10,000	\$50,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.3. Fogelman Properties	1/4/23 - \$2426.03 2/3/23 - \$2427.16 3/323 - \$2427.32	\$7,280.51	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__
3.4. Landscape Services Group	2/16/23	\$10,697.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.5. LRK Architects 175 Toyota Plaza, Suite 500 Memphis, TN 38103	12/28/23 - \$10,000 1/19/23 - \$15,000 2/14/23 - \$15,000 3.6.23 - \$10,000	\$50,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.6. MLG&W	1/26/23 to 3/7/23	\$13,039.66	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__
3.7. A2H	2/28/23	\$10,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other: Tenant improvements

Debtor **The Lake District, LLC**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.8. American Express	1/13/23 - 3/9/23	\$29,686.30	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Travel/lodging expense reimbursement
3.9. Dexter Muller	1/6/23 - 3/6/23	\$9,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.10 Moneymaker Contracting 8931 Highway 305, Suite 201 Olive Branch, MS 38654	1/9/23 - 10,000 12/30/22 - 10,000	\$20,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.11 Upkeep360 Cleaning Service, LLC	1/13/23 - 2/10/23	\$10,295.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__

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

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

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

None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

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

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

Debtor **The Lake District, LLC**

Case number (if known)

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

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

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Linkous Construction Co., Inc. v. The Lake District, LLC, TIG Romspen US Master Mortgage LP, and Staci Blackwell, Trustee CH-23-0144-3	Complaint to Enforce Mechanics' and Materialman's Lien, Breach of Contract and other Relief	Chancery Court of Shelby County 140 Adams Avenue, # 308 Memphis, TN 38103	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Hollywood Feed, LLC v. The Lake District, LLC CH-23-0034	Temporary Injunction, Declaratory Judgment and Breach of Contract	Chancery Court of Shelby County 140 Adams, # 308 Memphis, TN 38103	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3. The Lake District, LLC v. Frida's Express, Inc., Frida's Inc., Lauriano Gonzalez, Jesse Gonzalez and Erik Gonzalez CH-22-1463	Breach of Contract, Damages, and Specific Performance	Chancery Court of Shelby County 140 Adams, #308 Memphis, TN 38103	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

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

None

Part 4: Certain Gifts and Charitable Contributions

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

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

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

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

Debtor **The Lake District, LLC**

Case number (if known)

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

None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. GLANKLER BROWN PLLC 6000 Poplar Ave Suite 400 Memphis, TN 38119	Attorney Fees	3/23/23 - \$10,000 3/14/23 - \$20,000 3/6/23 - \$10,000 2/27/23 - \$10,000	\$50,000.00
Email or website address mcoury@glankler.com			
Who made the payment, if not debtor?			

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

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

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

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

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations

14. Previous addresses

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

Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

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

Debtor **The Lake District, LLC**

Case number (if known) _____

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information

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

- No.
- Yes. State the nature of the information collected and retained.

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

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

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

18. Closed financial accounts

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

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

- None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. Safe deposit boxes

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

- None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?

20. Off-premises storage

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

- None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?

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

21. Property held for another

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

- None

Part 12: Details About Environment Information

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

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the

Debtor **The Lake District, LLC**

Case number (if known)

medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

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

22. **Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- No.
- Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. **Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. **Has the debtor notified any governmental unit of any release of hazardous material?**

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

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

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

- None

Business name address	Describe the nature of the business	Employer Identification number <small>Do not include Social Security number or ITIN.</small>	Dates business existed
25.1. The Willows at the Lake - Homes, LLC 5959 Topanga Canyon Blvd. Ste. 375 Woodland Hills, CA 91367	Single Family Residence Development	EIN: 95-3713144	From-To 10/29/2020 to present
25.2. The Willows at the Lake-Townhomes, LLC 5959 Topanga Canyon Blvd. Ste. 285 Woodland Hills, CA 91367-7514	Residential Townhomes Development	EIN: 84-4894885	From-To 10/22/2019 to present

26. **Books, records, and financial statements**

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

- None

Debtor **The Lake District, LLC**

Case number (if known) _____

Name and address	Date of service From-To
26a.1. Gene Leano 17224 Ceredo Place Granada Hills, CA 91344	2016 to present

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

None

Name and address	Date of service From-To
26b.1. Gene Leona	2020-present

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

None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Richard Soltes, CPA Soltes Accountancy Corporation 4220 Briarabend Road Dallas, TX 75287	

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

None

Name and address

27. Inventories

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

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory

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

Name	Address	Position and nature of any interest	% of interest, if any
Yehuda Netanal	5959 Topanga Canyon Blvd. Ste. 285 Woodland Hills, CA 91367-7514	Manager	
The Lake District Holdings, LLC	5959 Topanga Canyon Blvd. Ste. 285 Woodland Hills, CA 91367-7514	Member	25%
MG Real Estate, LLC	5959 Topanga Canyon Blvd. Ste. 285 Woodland Hills, CA 91367-7514	Member	5%

Debtor **The Lake District, LLC**

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
The Lake District Holdings TN, LLC	5959 Topanga Canyon Blvd. Ste. 285 Woodland Hills, CA 91367-7514	Member	25%

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

- No
- Yes. Identify below.

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

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

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
- Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
--------------------------	--

Part 14: Signature and Declaration

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.

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

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

Executed on March 24, 2023

/s/ Yehuda Netanel
Signature of individual signing on behalf of the debtor

Yehuda Netanel
Printed name

Position or relationship to debtor Manager

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

- No
- Yes

B2030 (Form 2030) (12/15)

United States Bankruptcy Court Western District of Tennessee

In re The Lake District, LLC

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 3 rows: For legal services, I have agreed to accept \$ 40,000.00; Prior to the filing of this statement I have received \$ 40,000.00; Balance Due \$ 0.00

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

March 24, 2023

Date

/s/ Michael P. Coury

Michael P. Coury

Signature of Attorney

GLANKLER BROWN PLLC

6000 Poplar Ave

Suite 400

Memphis, TN 38119

901-525-1322 Fax: 901-525-2389

mcoury@glankler.com

Name of law firm

**United States Bankruptcy Court
Western District of Tennessee**

In re **The Lake District, LLC**

Debtor(s)

Case No.

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lake District Holdings TN, LLC 5959 Topanga Canyon Blvd. Ste 375 Woodland Hills, CA 91367-7514		70%	Member
Lake District Holdings, LLC 5959 Topanga Canyon Blvd. Ste. 375 Woodland Hills, CA 91367-7514		25%	Member
MG Real Estate, LLC 5959 Topanga Canyon Blvd. Ste 375 Woodland Hills, CA 91367-7514		5%	Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 24, 2023**

Signature **/s/ Yehuda Netanel
Yehuda Netanel**

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

**United States Bankruptcy Court
Western District of Tennessee**

In re **The Lake District, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **March 24, 2023**

/s/ Yehuda Netanel

Yehuda Netanel/Manager

Signer/Title

A2H Engineers
3009 Davies Plantation Road
Lakeland, TN 38002

Activate IV
1589 Appling Road
Cordova, TN 38016

Activate IV
Activate Memphis, LLC
Attn: Jeana W Bond & William Bond
1589 Appling Road
Cordova, TN 38016

Albright Investments, LLC
2171 Judicial Drive, Suite 120
Germantown, TN 38183

Carr Real Estate Brokerage
12820 Lynnfield Road
Englewood, CO 80112

Chosen Lines Boutique
739 Fairway Drive
Covington, TN 38019

Chosen Lines Boutique, LLC
739 Fairway Drive
Covington, TN 38019

Economics Erosion Control
7272 Louella Avenue
Arlington, TN 38002

Elizabeth Stengel
Evans Petree PC
1715 Aaron Brenner Drive, Suite 800
Memphis, TN 38120

Ella & Leah Fitness d/b/a
CycleBar Lakeland
5841 Burlington Lane
Olive Branch, MS 38654

Ella & Leah Fitness, LLC
d/b/a Stretch Lab Lakeland
5841 Burlington Lane
Attn. Jason McAllister
Olive Branch, MS 38654

Erik Gonzalez
1718 Madison Avenue
Memphis, TN 38104

Fossett Paving Company
115 Cowan Road
Collierville, TN 38017

Frida's Express, Inc.
1718 Madison Avenue
Memphis, TN 38104

Frida's, Inc.
1718 Madison Avenue
Memphis, TN 38104

Frost Bake Shop
All American Sweets, Inc.
7876 Stage Hills Boulevard, Suite 1006
Bartlett, TN 38133

Gilad Development Corporation
5959 Topanga Canyon Road, Ste. 375
Woodland Hills, CA 91367

Gilad Development Corporation
5959 Topanga Canyon Road
Ste 375
Woodland Hills, CA 91367

Gipson Mechanical Contractors
6863 East Raleigh LaGrange Road
Memphis, TN 38134

Gloss Nail Bar, LLC
561 Erin Drive
Memphis, TN 38117

Grinder & Haizlip Construction
1746 Thomas Road
Memphis, TN 38134

Hamilton-Elles, Inc.
2056 Fletcher Creek Drive, Suite 102
Memphis, TN 38133

Hollywood Feed, LLC
1341 Warford Street
Memphis, TN 38108

IDB of City of Lakeland
10001 Hwy 70
Lakeland, TN 38002

Jesse Gonzalez
1718 Madison Avenue
Memphis, TN 38104

Kardoush LLC / Lakeland Wine & Liquor
7730 Poplar Avenue, Suite 5
Germantown, TN 38138-3948

Kardoush, LLC
7730 Poplar Avenue, Suite 5
Germantown, TN 38138-3948

Kyle S. Hirsch
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**United States Bankruptcy Court
Western District of Tennessee**

In re **The Lake District, LLC**

Debtor(s)

Case No.

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

None [*Check if applicable*]

March 24, 2023

Date

/s/ Michael P. Coury

Michael P. Coury

Signature of Attorney or Litigant
Counsel for **The Lake District, LLC**

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