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PROPOSED ATTORNEYS FOR THE DEBTOR  
AND DEBTOR IN POSSESSION

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

**In re:**

**SEARS METHODIST RETIREMENT  
SYSTEM, INC.,**

**Debtor.**

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**Chapter 11**

**Case No. 14-32821-11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Sears Methodist Retirement System, Inc. (the “Debtor”) and certain of its affiliates filed voluntary petitions in this Court on the date hereof (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtor’s twenty largest unsecured creditors (the “Top 20 List”) based on the Debtor’s books and records as of the Petition Date. The Top 20 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 20 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 twenty largest unsecured claims against the Debtor. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The failure of the Debtor 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.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
1. LIFE CARE SERVICES LLC CAPITAL SQUARE 400 LOCUST STE 820 DES MOINES, IA 50309-2334	LIFE CARE SERVICES LLC CAPITAL SQUARE 400 LOCUST STE 820 DES MOINES, IA 50309-2334 TEL: 515-875-4500 FAX: 515-875-4780 E-MAIL: info@lcsnet.com  LIFE CARE SERVICES LLC C/O HINCKLEY ALLEN ATTN: WILLIAM S. FISH JR. 20 CHURCH STREET HARTFORD, CT 06103 TEL: 860-725-6200 FAX: 860-278-3802 E-MAIL: wfish@hinckleyallen.com	TRADE		\$ 878,995.55
2. CLIFTONLARSON ALLEN LLP 5001 SPRING VALLEY ROAD STE 600W DALLAS, TX 75244	CLIFTONLARSON ALLEN LLP 5001 SPRING VALLEY ROAD STE 600W DALLAS, TX 75244 FAX: 972-383-5750	TRADE		\$ 157,200.00
3. TEXAS METHODIST FOUNDATION 11709 BOULDER LANE SUITE 100 AUSTIN, TX 78726	TEXAS METHODIST FOUNDATION 11709 BOULDER LANE SUITE 100 AUSTIN, TX 78726 FAX: 512-331-0670 E-MAIL: tmf@tmf-fdn.org	TRADE		\$ 92,034.10
4. RELIAS LEARNING, LLC 107 EDINBURGH SOUTH DR. CARY, NC 27511	RELIAS LEARNING, LLC 107 EDINBURGH SOUTH DR. CARY, NC 27511 TEL: 877-200-0020 E-MAIL: solutions@reliaslearning.com	TRADE		\$ 25,600.00
5. CARLS MCDONALD & DALRYMPLE LLP BARTON OAKS PLAZA ONE SUITE 280 901 S MOPAC EXPY AUSTIN, TX 78746	CARLS MCDONALD & DALRYMPLE LLP ATTN NANCY A. SHELLHORSE BARTON OAKS PLAZA ONE SUITE 280 901 S. MOPAC EXPRESSWAY AUSTIN, TX 78746 TEL: 512-472-4845 FAX: 512-472-8403 E-MAIL: nshellhorse@cmcdlaw.com	TRADE		\$ 20,552.00

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6. CENTURY PLAZA I AND II 1 VILLAGE DRIVE #102 ABILENE, TX 79606	CENTURY PLAZA I AND II ATTN KELLY KINARD 1 VILLAGE DRIVE #102 ABILENE, TX 79606 TEL: 325-695-7714	TRADE		\$ 10,332.35
7. ADVANTAGE RESOURCING 220 NORWOOD PARK SOUTH NORWOOD, MA 02062	ADVANTAGE RESOURCING 220 NORWOOD PARK SOUTH NORWOOD, MA 02062 TEL: 781-251-8000	TRADE		\$ 7,261.01
8. HILTON GARDEN INN ABILENE 4449 RIDGEMONT DRIVE ABILENE, TX 79606	HILTON GARDEN INN ABILENE 4449 RIDGEMONT DRIVE ABILENE, TX 79606 TEL: 325-690-6432 FAX: 325-690-6492	TRADE		\$ 6,270.97
9. ABILENE FAMILY HEALTH CARE 1181 LYTTLE WAY ABILENE, TX 79602	ABILENE FAMILY HEALTH CARE 1181 LYTTLE WAY ABILENE, TX 79602 TEL: 325-701-4818 FAX: 325-701-4429	TRADE		\$ 5,833.00
10. LOST CREEK POINT 1114 LOST CREEK BLVD SUITE 365	LOST CREEK POINT 1114 LOST CREEK BLVD SUITE 365 AUSTIN, TX 78746 TEL: 512-329-9639	TRADE		\$ 5,200.47
11. THE ULTIMATE SOFTWARE GROUP, INC. 2000 ULTIMATE WAY WESTON, FL 33326	THE ULTIMATE SOFTWARE GROUP, INC. 2000 ULTIMATE WAY WESTON, FL 33326 TEL: 800-432-1729 E-MAIL: ultiproinfo@ultimatesoftware.com	TRADE		\$ 4,967.50
12. CHATELLE AND ASSOCIATES 4545 GOLF VISTA DRIVE AUSTIN, TX 78730	CHATELLE AND ASSOCIATES 4545 GOLF VISTA DRIVE AUSTIN, TX 78730 TEL: 512-502-9545 FAX: 512-502-9501 E-MAIL: melody@chattleandassociates.com	TRADE		\$ 4,000.00
13. BUSINESS RECORDS MANAGEMENT 118 N. PIONEER DR. ABELINE, TX 79603	BUSINESS RECORDS MANAGEMENT 118 N. PIONEER DR. ABELINE, TX 79603 TEL: 325-677-4554	TRADE		\$ 3,471.91

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14. WYNDHAM DALLAS LOVE FIELD 3300 W. MOCKINGBIRD LANE DALLAS , TX 75235	WYNDHAM DALLAS LOVE FIELD 3300 W. MOCKINGBIRD LANE DALLAS , TX 75235 TEL: 214-357-8500 FAX: 214-366-2670	TRADE		\$ 3,395.48
15. TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER 3601 4TH STREET LUBBOCK, TX 79430	TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER 3601 4TH STREET LUBBOCK, TX 79430 TEL: 806-743-1000 E-MAIL: tedd.mitchell@ttuhsc.edu	TRADE		\$ 2,880.00
16. TONER TIGER INC. 1233 NORTH 3RD STREET ABELINE, TX 79601	TONER TIGER INC. 1233 NORTH 3RD STREET ABELINE, TX 79601 TEL: 325-677-0775 FAX: 325-677-0774 E-MAIL: info@tonertiger.com	TRADE		\$ 2,568.03
17. SIMPLELTC, INC. 2435 N. CENTRAL EXPY, SUITE 1510 RICHARDSON, TX 75080	SIMPLELTC, INC. 2435 N. CENTRAL EXPY, SUITE 1510 RICHARDSON, TX 75080 TEL: 469-916-2800 E-MAIL: info@simpleltc.com; support@simpleltc.com	TRADE		\$ 1,900.00
18. SERVICEMASTER BY A-TOWN / HI-TECH 4402 S. DANVILLE DR. ABELINE, TX 79605	SERVICEMASTER BY A-TOWN / HI-TECH 4402 S. DANVILLE DR. ABELINE, TX 79605 TEL: 325-692-1892 FAX: 325-692-1823	TRADE		\$ 1,650.60
19. TEXAS HEALTH AND HUMAN SERVICES COMMISSION ATTN: CHRIS TRAYLOR BROWN-HEATLY BUILDING 4900 N. LAMAR BLVD. AUSTIN, TX 78751-2316	TEXAS HEALTH AND HUMAN SERVICES COMMISSION ATTN: CHRIS TRAYLOR BROWN-HEATLY BUILDING 4900 N. LAMAR BLVD. AUSTIN, TX 78751-2316 TEL: 512-424-6500	TRADE		\$ 1,086.00
20. EAN SERVICES LLC 600 CORPORATE PARK DRIVE LEGAL DEPT ST. LOUIS, MO 63105	EAN SERVICES LLC 600 CORPORATE PARK DRIVE LEGAL DEPT ST. LOUIS, MO 63105	TRADE		\$ 1,077.61
21. AUTOMATED COPY SYSTEMS, INC. 2611 POST OAK RD. ABELINE, TX 79605	AUTOMATED COPY SYSTEMS, INC. 2611 POST OAK RD. ABELINE, TX 79605 TEL: 325-698-8560 FAX: 325-698-1458	TRADE		\$ 1,012.35

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22. COPY SENSE 121 EAST 8TH, SUITE100B AUSTIN, TX 78701	COPY SENSE 121 EAST 8TH, SUITE100B AUSTIN, TX 78701 TEL: 512-481-9090 E-MAIL: chris@copy-sense.com	TRADE		\$ 918.00
23. RESTORATION UNLIMITED 626 FM 1082 ABILENE, TX 79601	RESTORATION UNLIMITED 626 FM 1082 ABILENE, TX 79601 Tel: 325-513-5911 Fax: 325-672-5367	TRADE		\$ 790.00
24. E-HEALTH DATA SOLUTIONS 888 DAYTON ST. YELLOW SPRINGS, OH 45387	E-HEALTH DATA SOLUTIONS 888 DAYTON ST., YELLOW SPRINGS, OH 45387 TEL: 888-562-8906 E-MAIL: info@ehds.biz	TRADE		\$ 650.00

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

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

Date June 10, 2014

Signature /s/ Paul B. Rundell

**Paul B. Rundell**  
**Chief Restructuring Officer**

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