Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas (State)

Case number (*If known*): 18-50322 Chapter 11

☒ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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

1. Debtor's name

Reagor-Dykes III 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)

4 6 - 3 8 3 5 2 1 0

4. Debtor's address

Principal place of business

1215 Avenue J
Number Street

Lubbock TX 79401
City State ZIP Code

Lubbock
County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor Reagor-Dykes III LLC (Name) Case number (*if known*) 18-50322

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 .

4 4 1 1

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

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

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

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ (MM / DD / YYYY) Case number _____

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

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

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

☐ No

☒ Yes. Debtor See attached Relationship _____

District _____ When _____ (MM / DD / YYYY)

Case number, if known _____

Debtor Reagor-Dykes III LLC Name Case number (*if known*) 18-50322

11. Why is the case filed in *this district*?

Check all that apply:

- [x] 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?

- [x] 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:

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

14. Estimated number of creditors

- [x] 1-49
- [ ] 50-99
- [ ] 100-199
- [ ] 200-999
- [ ] 1,000-5,000
- [ ] 5,001-10,000
- [ ] 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
- [x] $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

Debtor Reagor-Dykes III LLC
Name

Case number (if known) 18-50322

16. Estimated liabilities

- ☐ $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

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 11/09/2018
MM / DD / YYYY

x
Signature of authorized representative of debtor

ROBERT SCHLEIZER
Printed name

Title CRO

18. Signature of attorney

x Marcus A. Helt
Signature of attorney for debtor
by ae

Date 11/09/2018
MM / DD / YYYY

Marcus A. Helt
Printed name

Foley Gardere, Foley & Lardner, LLP
Firm name

2021 McKinney Avenue, Suite 1600
Number Street

Dallas
City

TX
State

75201
ZIP Code

214-999-3000
Contact phone

mhelt@foley.com
Email address

24052187
Bar number

Texas
State

RESOLUTION
OF
REAGOR-DYKES III LLC

October 25, 2018

The undersigned, Bart Reagor and Rick Dykes, certify that they are the duly elected and acting Managing Members of Reagor-Dykes III LLC, a Texas limited liability company ("Company"), and the undersigned further certify that the Company, in accordance with its operating agreement, have adopted the following resolutions:

RESOLVED, that the Company be, and it hereby is authorized to file with the United States Bankruptcy Court for the Northern District of Texas, Lubbock Division (the "Bankruptcy Court") a voluntary petition under Chapter 11 of the Bankruptcy Code and the Managing Members of the General Partner of the Company are authorized to perform any and all such acts (as an "Authorized Officer") of the Company as may be deemed to be reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized and empowered to retain, on behalf of the Company the law firm of Foley Gardere, Foley & Lardner, LLP, Dallas, Texas, to act as counsel in the representation of the Company as debtor and debtor-in-possession in such case under the Bankruptcy Code and in all matters arising in connection therewith;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized and empowered to retain, on behalf of the Company the firm of BlackBriar Advisors, LLC (“BlackBriar”), to act as Chief Restructuring Officer of the Company as debtor and debtor-in-possession in such case under the Bankruptcy Code and in all matters arising in connection therewith;

FURTHER RESOLVED, that BlackBriar be, and hereby is, authorized and empowered, on behalf of the Company, in connection with any case commenced voluntarily under Chapter 11 of the Bankruptcy Code, to file or cause to be filed with the Bankruptcy Court, a Plan of Reorganization, together with any amendments or modifications thereto or restatements thereof (the "Plan") providing for the reorganization of the Company upon such terms as BlackBriar executing the same shall deem necessary or appropriate;

FURTHER RESOLVED, that BlackBriar be, and hereby is, authorized and empowered on behalf of the Company, to open such bank accounts in approved depositories as authorized by the U.S. Trustee's Office, in order to deposit funds of the Company;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Officer so acting shall deem appropriate in his judgment to fully carry out the intent and accomplish the purposes of these Resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the Authorized Officer, in the name of and on behalf of the Company, in connection with any of the foregoing matters are hereby in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, by the undersigned signatures, we certify that everything set forth herein is true and correct, and that the Resolutions set forth herein are intended to be effective as of October 25, 2018.

REAGOR-DYKES III LLC

By: _____
or, Managing Member

By: _____

Reagor-Dykes III LLC
Rick Dykes, Managing Member

Related Cases

In re Reagor-Dykes Motors, LP (Case No. 18-50214)

In re Reagor-Dykes Imports, LP (Case No. 18-50215)

In re Reagor Amarillo, LP (Case No. 18-50216)

In re Reagor-Dykes Auto Company, LP (Case No. 18-50217)

In re Reagor-Dykes Plainview, LP (Case No. 18-50218)

In re Reagor-Dykes Floydada, LP (Case No. 18-50219)

In re Reagor-Dykes Auto Mall I LLC (18-50325)

In re Reagor-Dykes Snyder, L.P. (18-50321)

In re Reagor-Dykes II LLC (18-50323)

In re Reagor Auto Mall Ltd. (18-50324)