

Fill in this information to identify your case:

Debtor John Q. Hammons Hotels Development, LLC

United States Bankruptcy Court for the: DISTRICT OF KANSAS

Case number 16-21144
(if known)

**Official Form 410
Proof of Claim**

4/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>SFI Belmont LLC</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. From whom? <u>Atrium Lendco, LLC</u>	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<u>Katten Muchin Rosenman LLP</u> Attn: Peter Siddiqui <u>525 W. Monroe Street, Suite 1900</u> <u>Chicago, IL 60661</u>	<u>SFI Belmont LLC</u> c/o iStar Inc. Attn: Elisha Blechner <u>1114 Avenue of the Americas, 39th Floor</u> <u>New York, NY 10036</u>
	Name, Number, Street, City, State & Zip Code	Name, Number, Street, City, State & Zip Code
	Contact phone <u>312-902-5200</u>	Contact phone <u>212-930-9400</u>
	Contact email <u>peter.siddiqui@kattenlaw.com</u>	Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____		
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 183,815,766.98 Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
Money loaned

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: See attached Rider
Basis for perfection: See attached Rider
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
 Value of property: \$ Unknown
 Amount of claim that is secured: \$ Unknown
 Amount of claim that is unsecured: \$ Unknown (The sum of the secured and unsecured amounts should match the amount in line 7.)
 Amount necessary to cure any default as of the date of the petition: \$ _____
 Annual Interest Rate (when case was filed) 9.22 %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition: \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes.

Check one:

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3. Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this Proof of Claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this Proof of Claim 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 date 11/01/2016
 MM/DD/YYYY

[Signature]
 Signature

Print the name of the person who is completing and signing this claim:

Name Ellsha Blechner
 Title Executive Vice President
 Company SFI Belmont LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.
 Address 1114 Avenue of the Americas, 39th Floor
New York, NY 10036
Number, Street, City, State and Zip Code
 Contact phone _____ Email _____

**RIDER TO PROOF OF CLAIM OF
SFI BELMONT LLC**

I. Applicable Debtors. SFI Belmont LLC ("SFI") asserts this claim against the following debtors: The Revocable Trust of John Q. Hammons, Dated December 28, 1989, as amended and restated (the "Trust"), Hammons, Inc. (together with the Trust, the "Guarantors"), and John Q. Hammons Hotels Development, LLC (the "Borrower").

II. Basis for Claim and Amount.

1. Pursuant to that certain Loan Agreement dated September 16, 2005, between the Borrower, as borrower, and Atrium Lendco, LLC ("Atrium"), as lender (as amended, "Loan Agreement"), that certain Pledge and Security Agreement dated September 16, 2005 (as amended, the "Pledge"), and certain other documents, promissory notes, instruments and agreements executed by the Borrower and the Guarantors (collectively, with the Loan Agreement and the Pledge, "Loan Documents"), Atrium made loans and other financial accommodations to the Borrower (the "Loan"). The Loan was unconditionally, absolutely, and irrevocably guaranteed by each of the Guarantors pursuant to that certain Guaranty dated September 16, 2005 (such Guaranty is one of the Loan Documents).

2. On September 16, 2005, Borrower, Atrium and SFI's predecessor-in-interest iStar Inc. ("iStar") entered into certain agreements that granted iStar the right to service the Loan and to unilaterally exercise and enforce all of Atrium's rights, powers, remedies, authority, options and privileges under the Loan Documents, including without limitation the right to commence and maintain any actions, suits or other proceedings to collect upon or enforce the Loan Documents. iStar's rights were thereafter assigned to SFI.

3. On June 30, 2015, Atrium assigned to SFI the Loan Documents and all of the

obligations owing thereunder from Borrower and the Guarantors. For all purposes, SFI is the lender-party to the Loan Documents and is entitled to enforce any and all obligations thereunder.

4. As of June 26, 2016, the Borrower and the Guarantors were jointly and severally indebted to SFI in the amount of \$183,815,766.98 (the "Claim Amount"). The Claim Amount is comprised of the following amounts:

Prepetition Principal	\$146,783,049.30
Prepetition Default Interest	\$26,947,379.70
Prepetition Fees and Expenses	\$10,085,337.98
Total	\$183,815,766.98

III. Basis for Secured Claim

1. All obligations and liabilities of the Borrower and Guarantors to SFI, whether under the Loan Documents or otherwise, are secured by a valid, perfected, first priority lien upon and security interest in the following (all of the following, and all proceeds thereof, shall be referred to collectively as, "Collateral" and such liens thereon, "Pre-Petition Liens"):

- A. Borrower's membership interest in the following limited liability companies: Hammons of Huntsville, LLC, JQH-Glendale, AZ Development, LLC, JQH-Concord Development, LLC, JQH-Rogers Convention Center Development, LLC, JQH-East Peoria Development, LLC, and JQH-Murfreesboro Development, LLC;
- B. Each of the Guarantors' interest in that certain Preferred Equity Interest in a limited partnership most recently known as Atrium Hotels, L.P. f/k/a John Q. Hammons Hotels, L.P. and any proceeds thereof, including, without limitation, the certified checks received from Atrium Hotels, L.P. dated September 21, 2015, in the aggregate amount of \$934,000; and
- C. The Trust's membership interest in Chateau Lake, LLC.

2. Copies of the Loan Documents and the Pre-Petition Liens on the Collateral are voluminous and are available upon written request to SFI's counsel, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, Illinois 60661, Attn: Peter A. Siddiqui,

peter.siddiqui@kattenlaw.com.

IV. 506(b) Rights.

SFI reserves all of its rights to seek payment as an over-secured creditor of all amounts to which it is entitled under 11 U.S.C. § 506(b).

V. Solvent Debtor.

SFI reserves its right to seek post-petition interest at the contract rate in the event the Guarantors and/or the Borrower are or are deemed to be solvent.

VI. Amendments.

SFI reserves its right to amend and supplement this Proof of Claim or to file additional Proofs of Claim for additional claims, including, without limitation, claims for interest accruing after the Petition Date, administrative expenses, other claims entitled to priority, claims arising from the rejection of its lease, additional indemnity claims and any and all other claims at law or in equity.

District of Kansas Claims Register

[16-21144 John Q. Hammons Hotels Development, LLC](#)

Judge: Robert D. Berger **Chapter:** 11
Office: Kansas City **Last Date to file claims:**
Trustee: **Last Date to file (Govt):**

Creditor: (8598454) SFI Belmont LLC c/o iStar Inc. Attn: Elisha Blechner 1114 Avenue of the Americas, 39th Flr. New York, NY 10036	Claim No: 1 <i>Original Filed</i> Date: 11/01/2016 <i>Original Entered</i> Date: 11/01/2016	Status: Filed by: AT Entered by: Scott J. Goldstein Modified:
Amount claimed: \$183815766.98		
Secured claimed: \$183815766.98		

History:

Details	1-1	11/01/2016 Claim #1 filed by SFI Belmont LLC, Amount claimed: \$183815766.98 (Goldstein, Scott)
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Description:

<i>Remarks:</i>		
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Claims Register Summary

Case Name: John Q. Hammons Hotels Development, LLC
Case Number: 16-21144
Chapter: 11
Date Filed: 06/26/2016
Total Number Of Claims: 1

Total Amount Claimed*	\$183815766.98
Total Amount Allowed*	

*Includes general unsecured claims

The values are reflective of the data entered. Always refer to claim documents for actual amounts.

	Claimed	Allowed
Secured	\$183815766.98	
Priority		
Administrative		

District of Kansas Claims Register

[16-21142 John Q. Hammons Fall 2006, LLC](#)

Judge: Robert D. Berger **Chapter:** 11
Office: Kansas City **Last Date to file claims:** 12/23/2016
Trustee: **Last Date to file (Govt):**

<i>Creditor:</i> (8601831) SFI Belmont LLC c/o iStar Inc. Attn: Elisha Blechner 1114 Avenue of the Americas, 39th Floor New York, NY 10036	Claim No: 222 <i>Original Filed</i> Date: 11/07/2016 <i>Original Entered</i> Date: 11/07/2016	<i>Status:</i> Filed by: CR Entered by: Terri Marshall Modified:
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Amount claimed:	\$183815766.98		
Secured claimed:	\$183815766.98		

History:

Details	222-1	11/07/2016 Claim #222 filed by SFI Belmont LLC, Amount claimed: \$183815766.98 (Marshall, Terri)
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Description: (222-1) Money Loaned

Remarks: (222-1) originally filed on 11/1/16 in case 16-21144 as claim 1.

Claims Register Summary

Case Name: John Q. Hammons Fall 2006, LLC
Case Number: 16-21142
Chapter: 11
Date Filed: 06/26/2016
Total Number Of Claims: 1

Total Amount Claimed*	\$183815766.98
Total Amount Allowed*	

*Includes general unsecured claims

The values are reflective of the data entered. Always refer to claim documents for actual amounts.

	Claimed	Allowed
Secured	\$183815766.98	
Priority		
Administrative		