

GELBER, GELBER & INGERSOLL
A Law Corporation

DON JEFFREY GELBER 628-0
JONATHAN B. GELBER 7113-0
JOSEPH A. DANE 9170-0
Suite 1400, Fort Street Tower
745 Fort Street
Honolulu, Hawaii 96813
Telephone: (808) 524-0155
Facsimile: (808) 531-6963
E-Mail: D.J.Gelber@gelberlawyers.com
 Jgelber@gelberlawyers.com
 Jdane@gelberlawyers.com

Counsel for Debtor
and Debtor-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF HAWAII**

In re

1250 OCEANSIDE PARTNERS,
a Hawaii limited partnership, et al.,

Debtors and
Debtors-in-Possession.

Case No. 13-00353
(Chapter 11)
(Jointly Administered)

Judge: Honorable Robert J. Faris

This document relates to:

1250 OCEANSIDE PARTNERS,
Case No. 13-00353.

0105159B.docx

**BANKRUPTCY SCHEDULES
and
STATEMENT OF FINANCIAL AFFAIRS**

**IN RE 1250 OCEANSIDE PARTNERS, DEBTOR
CASE NO. 13-00353, CHAPTER 11, U.S.B.C., HAWAII**

**NOTES AND QUALIFICATIONS PERTAINING TO
THE DEBTOR'S SCHEDULES AND STATEMENT**

Introduction

The Schedules of Assets and Liabilities (the “Schedules”) and the Statement of Financial Affairs (the “Statement,” and collectively with the Schedules, the “Schedules and Statement”) of 1250 OCEANSIDE PARTNERS in this Chapter 11 case (the “Debtor”) have been prepared by the Debtor’s officer and representative.

These Notes and Qualifications are filed in support of the Schedules and Statement in order to explain the basis for certain responses, the limitations on the Debtor’s knowledge and information (which may require that the Schedules and Statements be amended or supplemented), and to reserve rights for the benefit of the estate (and, to the extent applicable, the Debtor) which may be evidenced by further information.

While the Debtor has made every reasonable effort to ensure that the Schedules and Statement are accurate and complete based on information that was available to it at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statement, and inadvertent errors or omissions may exist. Moreover, because the Schedules and Statement contain unaudited information which is subject to further review and potential adjustment, the Schedules and Statement may be incomplete (although the Debtor believes them to be complete). Nothing contained in the Schedules and Statement shall constitute a waiver of any of the Debtor’s rights (or the rights of an appointed trustee or the bankruptcy estate), including specifically rights with respect to any issues involving equitable subordination and/or causes of action arising under the various provisions of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. Any reservation or rights in these Notes and Qualifications by the Debtor shall also be deemed a reservation for the benefit of any appointed trustee and the bankruptcy estate.

Amendment

While every reasonable effort has been made to file complete and accurate Schedules and Statement, inadvertent errors or omissions may exist. The Debtor reserves all rights to amend and/or supplement its Schedules and Statement as may be necessary or appropriate (including the right to amend the Schedules and Statement to be consistent with any rights reserved herein).

Basis of Presentation

These Schedules and Statement do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP").

Causes of Action

The Debtor, despite reasonable efforts, may not have set forth all of its causes of action against third parties as assets in its Schedules and Statement. The Debtor reserves all of its rights with respect to any causes of action it may have and neither these Notes and Qualifications nor the Schedules and Statement shall be deemed a waiver of any such causes of action. All of the Debtor's claims, rights of offset (whether stated or not), avoidance powers, and defenses and objections to claims are reserved.

Claims

Any failure to designate a claim on the Debtor's Schedules and Statement as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated." The Debtor reserves the right to dispute any claim reflected on its Schedules or Statement on any grounds, including but not limited to amount, liability, or classification, or otherwise to designate subsequently such claims as "disputed," "contingent," or "unliquidated." The Debtor also reserves the right to re-designate any claim, previously listed as "disputed," "contingent," or "unliquidated," as "undisputed," "non-contingent," or "liquidated."

The Debtor has designated as "disputed" all claims of which the Debtor is currently aware that appear to be barred by the statute of limitations

even if the claim was not previously disputed prior to the expiration of the applicable limitations period.

Any claim amounts that could not be fairly quantified by the Debtor has been scheduled as "unknown" or undetermined," or words of similar qualification.

Current Market Value

Unless otherwise indicated, net book values (if considered to be consistent with current value) or estimates of current value are reflected on the Debtor's Schedules and Statement. With respect to vehicles (if any), common references (such as Kelley Blue Book and Edmonds), were used to determine estimated values. For these reasons, actual values and amounts ultimately realized may vary from the values listed and such variance may be material. In addition, the amounts shown for various assets and liabilities exclude items for which the amount or value is designated as "Unknown" or "Undetermined" and, thus, the ultimate value of assets and the ultimate liabilities may differ materially from those stated in the Schedules and Statement.

Dates

Unless otherwise indicated, all information is as of the Petition Date.

Excluded and Unlisted Assets and Liabilities

The Debtor has excluded (except to the extent specifically listed) the following categories of assets and liabilities (if any such assets and liabilities exists) from the Statements and Schedules: goodwill (to the extent not reflected in a specific asset value), pension assets, and unearned deferred compensation. The failure to list any asset is not intended to be, and shall not be deemed to be, an abandonment or waiver by the Debtor of any asset, claim, or right.

Amounts Listed in U. S. Dollars

Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Petition Date

March 6, 2013, the day the Debtor commenced its Chapter 11 case, is the Petition Date.

Schedule D - Creditors Holding Secured Claims

Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtor reserves its right to dispute or challenge the validity, extent, perfection, priority, or amount, or immunity from avoidance of any lien purported to have been granted or perfected with respect to any creditor or asset listed on Schedule D. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any transaction or any document or instrument related to such creditor's claim.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these Notes and Qualifications or the Schedules and Statement shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D.

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule E is subject to reconciliation and, if necessary, amendment by the Debtor. The Debtor reserves the right to dispute or challenge the priority status of any creditors listed in such schedule.

The amount, if any, listed in Schedule E with respect to any employee benefit or pension plan is subject to the limitations set forth in 11 U.S.C. section 507(a)(4).

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule F may not include accruals for deferred charges, deferred liabilities, or general reserves that are general estimates of potential liabilities that do not represent specific claims as of the Petition Date.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While best efforts have been made, a further determination, at this time, of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive.

Schedule G - Executory Contracts

While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions (particularly, but not exclusively, related to oral or informal agreements), or overinclusion may have occurred. If any contract or agreement is set forth in Schedule G, the Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contract or other agreement set forth in Schedule G, including, but not limited to, those that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, and other documents, instruments, and agreements which may not be listed therein.

Totals

All totals that are included in the Schedules and Statement represent totals of all the known amounts included in the tables.

Reliance of Debtor's Records, Staff, and Consultants

The executive officer signing the Schedules and Statement on behalf of the Debtor assumed office on January 12, 2013, and has exercised reasonable diligence in an effort to see that the Schedules and Statement fully set forth and disclose all required information. In preparing and executing the Schedules and Statement, the officer has necessarily relied on the Debtor's records, staff, and consultants.

Related Cases

In re Front Nine, LLC, Case No. 13-00354, and *In re Pacific Star Company, LLC*, Case No. 13-00355, are related cases. Creditors should review the schedules in each case before filing proofs of claim (if any when appropriate to do so) or taking other actions.

**United States Bankruptcy Court
District of Hawaii**

In re 1250 OCEANSIDE PARTNERS
Debtor

Case No. 13-00353

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	30,415,928.30		
B - Personal Property	Yes	13	14,122,577.55		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		665,043,253.61	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	35		22,482,324.33	
G - Executory Contracts and Unexpired Leases	Yes	5			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		60			
			Total Assets	44,538,505.85	
			Total Liabilities	687,525,577.94	

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Part A [856.461 acres]	Fee owner	-	30,415,928.30	659,743,475.39
Real property in the County of Hawaii, State of Hawaii, described as follows:				
Undeveloped House lots:				
Tax Map Key Nos. (3) 8-1-032:003, 030-036, 038-042, 044-053, 057, 058; (3) 8-1-033:008; (3) 8-1-034:004-006, 008-013, 022, 023 (approx. 47.173 acres); value \$9,155,128.30				
Big Lots:				
Tax Map Key Nos. (3) 8-1-004:003, 064, 065, 068; (3) 8-1-026:001; (3) 8-1-027:044; (3) 8-1-032:056; (3) 8-1-035:001; (3) 8-1-036: 001 (approx. 706.115 acres); value: \$14,964,800.00				
Roadway / Preservation Lots:				
Tax Map Key Nos. (3) 8-1-026:057; (3) 8-1-032:054; (3) 8-1-033:013-017; (3) 8-1-034:024, 026, 027; (3) 8-1-004:070; (3) 8-1-036:002 (approx. 101.121 acres); value \$404,000.00				
Subtotal (Part A) 856.461 acres (approx.)				
\$24,523,928.30				
Part B [approx. 249.604 acres] (Ackerman Ranch Parcels)				
Real property in the County of Hawaii, State of Hawaii, described as follows:				
Undeveloped Lots:				
Tax Map Key Nos. (3) 7-9-012:004, 006, 011, and 029 (approx. 249.604 acres); value \$5,892,000.00				
GRAND TOTAL (PARTS A&B)				
1,106.065 acres (approx.) \$ 30,415,928.30				
(SEE NOTES ON CONTINUATION PAGE)				

Sub-Total > **30,415,928.30** (Total of this page)
 Total > **30,415,928.30**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

ATTACHMENT

1250 Oceanside Partners

Case No. 13-00353

Schedule A

Continuation

NOTES:

1. In 2002, certain undeveloped house lots within the Hokuli'a Project (part of which is owned by 1250 Oceanside Partners ["1250 Oceanside"], the Debtor in this case, and part of which is owned by Front Nine, LLC ["Front Nine"]) were conveyed from 1250 Oceanside to Front Nine. The roadway lots within Hokuli'a were, and continue to be, owned by 1250 Oceanside. At various times after 2002, the Hokuli'a subdivision maps were modified, altering the course of some roadway lots and the configuration of certain undeveloped adjacent house lots. The intent of 1250 Oceanside and Front Nine is that 1250 Oceanside shall retain sole ownership of the roadway lots and Front Nine shall retain sole ownership of the undeveloped house lots conveyed to it, but the documentation to reflect the reconfiguration of various adjacent parcels may not have been completed. The real property records of the County of Hawaii indicate that 1250 Oceanside may have an interest in some of the Front Nine house lots, and that Front Nine may have an interest in some of the 1250 Oceanside roadway lots. 1250 Oceanside and Front Nine believe that the value of the property interest, if any, reflected on the County records as held by the other in its property is not material.
2. The Debtor's real property may be subject to rights or interests under Hawaii law that may be asserted by certain owners of abutting or neighboring property to passage over the Debtor's real property (commonly referred to as "kuleana" rights or interests). The Debtor knows of no "claim" (as defined by the Bankruptcy Code) of any holder of a kuleana right or interest but has included all such known parcel owners in the mailing matrix for the Debtor's case and, accordingly, has provided notice to them of this proceeding.

0105186.wpd

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash operating account and petty cash	-	1,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of Hawaii Acct No. xxxx-xx7918	-	599.99
		Checking Account No. XXXXXX1897 Wells Fargo Bank	-	148,514.27
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attachment	-	0.00
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **150,114.26**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Monthly rental due from Hokulia Parks & Cultural Sites Association for trailer rental.	-	622.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		See Attachment.	-	13,956,791.29
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **13,957,413.29**
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re 1250 OCEANSIDE PARTNERS

Case No. 13-00353

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential crossclaims in various pending lawsuits [Case Nos. 12-1-198K; 12-1-199K; 12-1-051K; 12-1-451K; 12-1-268K; and 12-1-052K] against Daniel Domogala, Jr.; Kenneth J. Uva; Lyle Anderson; Philip Edlund; Red Hill 1250, Inc.; Tim Esaki; William Siwek	-	Unknown
		Potential crossclaims in various pending lawsuits [Case Nos. 12-1-051K and 12-1-052K] against Howard L. Hawks; Mark T. Mowat; T Group Capital, LLC.		Unknown
		Potential crossclaims in various pending lawsuits [Case No. 12-1-595K] against Bank of Scotland PLC; Marotta Gund Budd & Dzera, LLC; Oasis Management Resources LLC; Red Hill 1250, Inc.; Stephen Marotta; The Club at Hokulia; HBOS PLC; Lloyds Banking Group PLC; Hokulia Comm'ty Assoc.; Lyle Anderson		Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		Domain Names: Hokulia.com; Hokulia-intro.com; Hokulia-Lifestyle.com; Hokulia-Membership.com; Hokulia-Property.com; Hokulia.net; Hokulia.org; Hokuliaproperties.net; Hokullaproperties.org; Hokuliarealestate.net; Hokuliarealestate.org; Hokuliarealty.net; Hokuliarealty.org; Konainternational.net; Konainternational.org; Hokuliaiving.com		Unknown
		Trade names registered with the State of Hawaii DCCA: Oceanside (#156400); Oceanside 1250 (#156402); Club at Hokuli'a (#229121); Golf Club at Hokuli'a (#229120); Hokuli'a (#233995); Hokuli'a Farms (#4001228); Hokuli'a Homeowners (#229124); Hokuli'a Marketing (#233994); Hokuli'a Realty (#229123); Hale Kipa at Hokukano (#205510); Villages at Hokukano (#4097124)		
		USPTO: Hokuli'a (Servicemark, USPTO Register No. 3,111,723); Hokuli'a (Trademark, USPTO Register No. 3,467,979)		
23. Licenses, franchises, and other general intangibles. Give particulars.		License Agreement between Debtor (as Licensor) and The Club at Hokuli'a, Inc. (as Licensee), dated 12/21/1999 (Trademark License)		Unknown

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Construction Trailer 12 x 44 acquired 12/31/1999	-	Unknown
		Construction Trailer 12 x 44 acquired 12/31/1999	-	Unknown
		2003 Ford Expedition acquired 06/19/2003	-	4,275.00
		2003 Ford Expedition acquired 06/19/2003	-	4,350.00
		2003 Ford Explorer acquired 06/19/2003	-	3,200.00
		2002 Ford Explorer acquired 07/14/2004	-	3,225.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attachment.	-	Unknown
29. Machinery, fixtures, equipment, and supplies used in business.		Superstack Sys acquired 01/31/2000	-	Unknown
		Antenna acquired 01/31/2000	-	Unknown
		Leasehold Improvements - Shelving for Development Trailer acquired 06/30/2000	-	Unknown
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	15,050.00
(Total of this page)	
Total >	14,122,577.55

Sheet **3** of **3** continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 9
Interests in Insurance Policies**

Debtor is a named insured for the following insurance policies:

Insurance Company	Type of Policy	Policy #
Associated Industries Insurance Company, Inc.	Commercial General Liability	AES1025668
First insurance Company of Hawaii, Ltd.	Commercial Auto	CBA6370490
RSUI Indemnity Company	Excess Liability	NHA232370
Markel Insurance Company	Workers Compensation and Employer Liability	WC014304501
Illinois Union Insurance Company	Premises Pollution Liability III Insurance	PPL G27267737 001

ATTACHMENT

Item 9

ATTACHMENT

**1250 OCEANSIDE
SCHEDULE B**

Item 18

Other Liquidated Debts Owed to Debtor

Description and Location of Property	Current Balance (Value Unknown)
Enis LLC Note Receivable (Promissory Note dated 12/23/1999 in the original principal amount of \$560,000 secured by Lot 36 of the Hokuli'a Project)	515,417.93
Larry & Jaqua Gutsch Note receivable (Promissory Note dated 2/1/00 in the original principal amount of \$494,000 secured by Lot 38 of Hokuli'a Project)	445,451.12
Norma Maddy Note Receivable (Promissory Note dated 3/5/01 in the original principal amount of \$680,000 secured by Lot 40 of Hokuli'a Project)	649,137.67
Rosemarie & Dennis Conklin 2 Notes Receivable (Promissory Note dated 5/15/01 in the original principal amount of \$640,000 secured by Lot 41 of Hokuli'a Project; Promissory Note in the original principal amount of \$675,000 secured by Lot 42 of Hokuli'a Project)	1,168,504.98
Chris & Kristine Williams Note Receivable (Promissory Note dated 1/27/00 in the original principal amount of \$720,000 secured by Lot 55 of Hokuli'a Project)	610,039.73
Dennis Cook Note Receivable (Promissory Note dated 8/31/01 in the original principal amount of \$600,000 secured by Lot 69 of the Hokuli'a Project)	526,003.15
Hideyuki & Judy Tanigami Note Receivable (Promissory Note dated 2/15/00 in the original principal amount of \$726,778.53 secured by Lot 82 of Hokuli'a Project)	636,104.41
Roger & Cindy Buckles Note Receivable (Promissory Note dated 12/27/99 in the original principal amount of \$680,000 secured by Lot 87 of Hokuli'a Project)	563,499.58
Maryl Group Inc. Note Receivable (Promissory Note dated 12/31/00 in the original principal amount of \$640,000.00 secured by Lot 89 of Hokuli'a Project)	559,511.91

ATTACHMENT

Schedule B

Item 18

ccb01494a.docx

Page 1 of 3

Other Liquidated Debts Owed to Debtor

Description and Location of Property	Current Balance (Value Unknown)
Lawrence W. & Lisa J. Shaw Note Receivable (Promissory Note dated 1/19/01 in the original principal amount of \$720,000.00 secured by Lot 92 of Hokuli'a Project)	533,244.56
Hackahokulia, LLC Note Receivable (Promissory Note dated 7/6/01 in the original principal amount of \$680,000.00 secured by Lot 98 of Hokuli'a Project)	588,546.81
Thomas W. & Barbara J. Crosswhite Note Receivable (Promissory Note dated 7/6/01 in the original principal amount of \$640,000 secured by Lot 105 of Hokuli'a Project)	544,688.01
Donald & Joyce House Note Receivable (Promissory Note dated 1/30/01 in the original principal amount of \$480,000.00 secured by Lot 157 of Hokuli'a Project)	418,303.12
Sunil Kappagoda/ Judit Fabian Note Receivable (Promissory Note dated 4/10/00 in the original principal amount of \$950,000.00 secured by Lot 160 of Hokuli'a Project)	441,811.59
Keith & Nickie Katcher Note Receivable (Promissory Note dated 2/3/00 in the original principal amount of \$920,000.00 secured by Lot 191 of Hokuli'a Project)	747,402.44
Holua Kai, LLC Note Receivable (Promissory Note dated 4/7/00 in the original principal amount of \$760,000.00 secured by Lot 204 of Hokuli'a Project)	608,068.58
Chartana Four LLC Note Receivable (Promissory Note dated 12/23/99 in the original principal amount of \$1,600,000.00 secured by Lot 218 of Hokuli'a Project)	1,515,103.66
PS Kona LLC Note Receivable (Promissory Note dated 5/27/03 in the original principal amount of \$540,000.00 secured by Lot 224 of Hokuli'a Project)	467,554.00
AZ Sun Holdings Inc. Note Receivable (Promissory Note dated 2/7/03 in the original principal amount of \$800,000.00 secured by Lot 239 of Hokuli'a Project)	553,125.18
Lot 241, LLC Note Receivable (Promissory Note dated 10/15/01 in the original principal amount of \$608,000.00 secured by Lot 241 of Hokuli'a Project)	295,847.49
Wood Hawaiian Properties Note Receivable (Promissory Note dated 10/11/02 in the original principal amount of \$916,982.02 secured by Lot 259-A of Hokuli'a Project)	760,429.52
Pacific Star Company, LLC Intercompany Receivable	41,735.02

ATTACHMENT

Schedule B

Item 18

Other Liquidated Debts Owed to Debtor

ccb01494a.docx

Page 2 of 3

Description and Location of Property	Current Balance (Value Unknown)
Red Hill 1250, Inc. Intercompany Receivable	723,485.92
Front Nine, LLC Intercompany Receivable	25,126.73
Keopuka Development Company Intercompany Receivable	18,648.18
	\$13,956,791.29

ATTACHMENT

Schedule B

Item 18

Other Liquidated Debts Owed to Debtor

ccb01494a.docx

Page 3 of 3

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 28
Office Equipment, Furnishings and Supplies**

SOFTWARE							
Sys No	Description	Acquisition Date	Current Value				
500216	Autodesk Software	04/13/2000	UNKNOWN				
500219	AutoCAD software	06/30/2000	UNKNOWN				
500223	Adobe Publishing	06/30/2001	UNKNOWN				
500227	MicroSoft upgrade	06/30/2002	UNKNOWN				
500228	AutoCAD software	06/30/2002	UNKNOWN				
500229	Project 2000	04/30/2002	UNKNOWN				
500230	Citrix Server	05/02/2002	UNKNOWN				
500231	Autocaid License	06/30/2002	UNKNOWN				
500232	Terminal License	06/30/2002	UNKNOWN				
500233	Microsoft Office	06/30/2002	UNKNOWN				
500235	Service License	06/30/2002	UNKNOWN				
500236	Gold Key Solutions	06/30/2002	UNKNOWN				
500241	Goldmine	01/01/2001	UNKNOWN				
500243	Microsoft Project License	05/14/2003	UNKNOWN				
500244	Microsoft Visio 2002	05/28/2003	UNKNOWN				
500245	Microsoft Visio 2002	05/25/2003	UNKNOWN				
500397	TREND NEATSTE 51-100	03/11/2004	UNKNOWN				
500474	Prolog Mgr Software	11/08/2010	UNKNOWN				
500479	Computer Refresh	11/15/2010	UNKNOWN				

**ATTACHMENT
Schedule B
Item 28**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 28
Office Equipment, Furnishings and Supplies**

FURNITURE						
Asset Tag	Description	Acquisition Date	Current Value	Qty	Location	
	Bamboo Shelves		UNKNOWN	2	Development Trailer #1 - Bathroom	
	Teak Desk - 64" Shell		UNKNOWN	1	Development Trailer #1 - BN	
	Teak Lateral File Cabinet - 2 Drawers		UNKNOWN	1	Development Trailer #1 - BN	
	Teak Rolling Return		UNKNOWN	1	Development Trailer #1 - BN	
	Teak Cube - Three Drawers		UNKNOWN	1	Development Trailer #1 - BN	
	Teak Cube - Two Drawers		UNKNOWN	1	Development Trailer #1 - BN	
	HON - Metal 4-Drawer Legal File Cabinet		UNKNOWN	7	Development Trailer #1 - BN	
	Guest Arm Chair		UNKNOWN	2	Development Trailer #1 - BN	
	Office Chair		UNKNOWN	1	Development Trailer #1 - BN	
	HON - Metal 6 Shelf File Cabinet		UNKNOWN	2	Development Trailer #1 - Copy	
	Teak Rolling Return (1 broken roller)		UNKNOWN	1	Development Trailer #1 - Copy	
	HON - Metal 2 Door Cabinet		UNKNOWN	2	Development Trailer #1 - Copy	
	6' Oak Laminate Bookshelf		UNKNOWN	2	Development Trailer #1 - Copy	
	Rolling Guest Arm Chair		UNKNOWN	1	Development Trailer #1 - Copy	
	Sanyo Mini Refrigerator		UNKNOWN	1	Development Trailer #1 - Copy	
	Emerson Microwave		UNKNOWN	1	Development Trailer #1 - Copy	
	Fellows Powershred 480cc		UNKNOWN	1	Development Trailer #1 - Copy	
	Cell phone signal repeater		UNKNOWN	1	Development Trailer #1 - Copy	
	Teak Desk - Large Shell		UNKNOWN	1	Development Trailer #1 - LS	
	Teak Cube - Three Drawers		UNKNOWN	1	Development Trailer #1 - LS	
	HON - Metal 6 Shelf File Cabinet		UNKNOWN	4	Development Trailer #1 - LS	
	Teak Lateral File Cabinet - 2 Drawers		UNKNOWN	1	Development Trailer #1 - LS	
	Teak 48" Bookshelf		UNKNOWN	1	Development Trailer #1 - LS	
	Rolling Guest Arm Chair		UNKNOWN	2	Development Trailer #1 - LS	
	Secretary Chair		UNKNOWN	1	Development Trailer #1 - LS	
	Teak 6' Bookshelf		UNKNOWN	1	Development Trailer #2 -	
	7' x 3' Oak Bookshelf		UNKNOWN	5	Development Trailer #2 -	
	Teak Cube - 3 Drawers		UNKNOWN	1	Development Trailer #2 -	
	Teak & Bamboo Cabinet		UNKNOWN	1	Development Trailer #2 - Bathroom	
	Cherry Laminate - Bowfront Desk		UNKNOWN	1	Development Trailer #2 - BM	
	Cherry Laminate - Right Return		UNKNOWN	1	Development Trailer #2 - BM	
	Cherry Laminate - Hutch		UNKNOWN	2	Development Trailer #2 - BM	
	Cherry Laminate - Lateral File Cabinet - 2 drawers		UNKNOWN	2	Development Trailer #2 - BM	
	Oak Laminate - 48" Bookshelf		UNKNOWN	1	Development Trailer #2 - BM	
	Guest Arm Chair		UNKNOWN	2	Development Trailer #2 - BM	
	Office Chair		UNKNOWN	1	Development Trailer #2 - BM	
	HON - Metal 4-Drawer Legal File Cabinet		UNKNOWN	1	Development Trailer #2 - BM	
	Metal Folding Chairs		UNKNOWN	4	Development Trailer #2 - BM	
	Folding Table		UNKNOWN	1	Development Trailer #2 - BM	
	Refridgerator		UNKNOWN	1	Development Trailer #2 - Kitchen	
	Panasonic Microwave		UNKNOWN	1	Development Trailer #2 - Kitchen	
	Teak Desk - 64" w/left drawer bank		UNKNOWN	1	Development Trailer #2 - RH	
	Teak Cube - 2 Drawers		UNKNOWN	1	Development Trailer #2 - RH	
	Teak Cube - 3 Drawers		UNKNOWN	1	Development Trailer #2 - RH	
	Teak Rolling Return		UNKNOWN	1	Development Trailer #2 - RH	
	Teak Credenza		UNKNOWN	1	Development Trailer #2 - RH	
	Teak Lateral File Cabinet - 4 Drawers		UNKNOWN	2	Development Trailer #2 - RH	
	Guest Arm Chair		UNKNOWN	1	Development Trailer #2 - RH	
	Office Chair		UNKNOWN	1	Development Trailer #2 - RH	
	Alter Table		UNKNOWN	1	Development Trailer #2 - RH	
	Hawaii Map		UNKNOWN	1	Development Trailer #2 - Storage	
	HON - Metal 4-Drawer Legal File Cabinet		UNKNOWN	7	Development Trailer #2 - Storage	
	Metal Bookshelf		UNKNOWN	1	Development Trailer #2 - Storage	
	Metal Chrome "Wire" Bookshelf		UNKNOWN	2	Development Trailer #2 - Storage	
	Teak Desk - 64" Shell		UNKNOWN	1	Development Trailer #3 - CADD	

**ATTACHMENT
Schedule B
Item 28**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 28
Office Equipment, Furnishings and Supplies**

Asset Tag	Description	Acquisition Date	Current Value	Qty	Location		
	Teak Cube - 3 drawers		UNKNOWN	1	Development Trailer #3 - CADD		
	Office Chair		UNKNOWN	1	Development Trailer #3 - CADD		
	Metal Chrome "Wire" Bookshelf		UNKNOWN	2	Development Trailer #3 - CADD		
	Metal Fireproof - Lateral File Cabinet - 4 drawers		UNKNOWN	1	Development Trailer #3 - Conf Room		
	18' Conference Table		UNKNOWN	1	Development Trailer #3 - Conf Room		
	Staking Chairs		UNKNOWN	10	Development Trailer #3 - Conf Room		
	Indich Silk and Wool 10 x 14 Rugs		UNKNOWN	2	Blue Container		

**ATTACHMENT
Schedule B
Item 28**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 28
Office Equipment, Furnishings and Supplies**

IT EQUIPMENT					
Asset Tag	Description	Acquisition Date	Current Value	Qty	Location
101207	HP - Laserjet 4100 TN		UNKNOWN	1	Development Trailer #1 - BN
	Linksys Eterfast 5-port Switch		UNKNOWN	1	Development Trailer #1 - BN
501784	HP - PC Computer		UNKNOWN	1	Development Trailer #1 - BN
501777	HP L1750 - Monitor		UNKNOWN	1	Development Trailer #1 - BN
101562	IBM Wheelwriter Typewriter		UNKNOWN	1	Development Trailer #1 - Copy
501436	Cisco Catalyst 2950 Switch		UNKNOWN	1	Development Trailer #1 - Copy
101764	APC Smart UPS		UNKNOWN	1	Development Trailer #1 - Copy
101250	Brother Intellifax 4100		UNKNOWN	1	Development Trailer #1 - LS
101773	Acer Computer		UNKNOWN	1	Development Trailer #1 - LS
101774	Viewsonic VA1932WM Monitor		UNKNOWN	1	Development Trailer #1 - LS
101392	3COM NBX Analog Adaptor		UNKNOWN	1	Development Trailer #1 - LS
	Linksys Eterfast 5-port Switch		UNKNOWN	1	Development Trailer #1 - LS
101226	HP - Laserjet 4050TN		UNKNOWN	1	Development Trailer #2 -
101474	HP Laserjet 1200		UNKNOWN	1	Development Trailer #2 - BM
101786	Viewsonic VA1932WM Monitor		UNKNOWN	1	Development Trailer #2 - BM
	IBM Thinkpad and docking station		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - BM
	Canon Power Shot A540 - Camera (not sure if they work)		UNKNOWN	2	Development Trailer #2 - RH
101794	Acer Computer		UNKNOWN	1	Development Trailer #2 - RH
101795	Viewsonic VA1932WM Monitor		UNKNOWN	1	Development Trailer #2 - RH
101367	Dell Monitor		UNKNOWN	1	Development Trailer #2 - Storage
	HP 1755 Monitor		UNKNOWN	1	Development Trailer #2 - Storage
	HP 1740 Monitor		UNKNOWN	1	Development Trailer #2 - Storage
	HP LP2065 Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101494	Lenovo Monitor 1 of 3		UNKNOWN	1	Development Trailer #2 - Storage
101497	Lenovo Monitor 2 of 3		UNKNOWN	1	Development Trailer #2 - Storage
	Ergotron Dual Monitor Rack 3 of 3		UNKNOWN	1	Development Trailer #2 - Storage
101501	Lenovo Monitor		UNKNOWN	1	Development Trailer #2 - Storage
	elo Touch Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101496	Lenovo Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101488	IBM Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101493	IBM Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101622	NEC Multisync LCD4010 w/ wall mount		UNKNOWN	1	Development Trailer #2 - Storage
101442	3 Com 24 Pt Switch - 3C16465C		UNKNOWN	1	Development Trailer #2 - Storage
101336	3 Com 24 Pt Switch - 3C16465B Superstack 3		UNKNOWN	1	Development Trailer #2 - Storage
101447	3 Com 24 Pt Switch - 3C17203		UNKNOWN	1	Development Trailer #2 - Storage
101537	3 Com 3300 Superstack II		UNKNOWN	1	Development Trailer #2 - Storage
101319	3 Com 3300 Superstack II		UNKNOWN	1	Development Trailer #2 - Storage
101450	3 Com 24 Pt Switch - 3C16465C		UNKNOWN	1	Development Trailer #2 - Storage
101326	Cisco 3640		UNKNOWN	1	Development Trailer #2 - Storage
501400	Cisco Catalyst 2950 Series 36 Pt Switch		UNKNOWN	1	Development Trailer #2 - Storage
100834	Cisco Catalyst 2600 (Firewall??)		UNKNOWN	1	Development Trailer #2 - Storage
100836	Cisco Catalyst 3550 Series 24 Pt Switch		UNKNOWN	1	Development Trailer #2 - Storage
101588	X PC Computer for 40" Monitor		UNKNOWN	1	Development Trailer #2 - Storage
101534	Sonic Wall Pro		UNKNOWN	1	Development Trailer #2 - Storage
101356	VXA Tape Backup?		UNKNOWN	1	Development Trailer #2 - Storage
501433	Dell Poweredge 1850 Server?		UNKNOWN	1	Development Trailer #2 - Storage
101322	Dell Windows 2000 Server		UNKNOWN	1	Development Trailer #2 - Storage
101321	Dell Windows 2000 Server		UNKNOWN	1	Development Trailer #2 - Storage

**ATTACHMENT
Schedule B
Item 28**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
SCHEDULE B**

**Item 28
Office Equipment, Furnishings and Supplies**

IT EQUIPMENT					
101325	Dell Windows 2000 Server	UNKNOWN	1	Development Trailer #2 - Storage	
101324	Dell Windows 2000 Server	UNKNOWN	1	Development Trailer #2 - Storage	
	IBM Thinkpad docking stations	UNKNOWN	9	Development Trailer #2 - Storage	
501779	HP 1750 Monitor	UNKNOWN	1	Development Trailer #3 - CADD	
501775	HP Computer	UNKNOWN	1	Development Trailer #3 - CADD	
501777	HP DesignJet T1100	UNKNOWN	1	Development Trailer #3 - CADD	

**ATTACHMENT
Schedule B
Item 28**

Office Equipment, Furnishings and Supplies

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
ACKERMAN RANCH, INC. P.O. BOX 715 KEALAKEKUA, HI 96750			October 27, 2005 Purchase money mortgage Real Property located on island of Hawaii, identified with Tax Map Key Nos. (3) 7-9-12: 4, 6, 11, 29				13,416,700.00	7,524,700.00
			Value \$ 5,892,000.00					
Account No.								
COUNTY OF HAWAII 333 KILAUEA AVENUE, 2ND FLOOR HILO, HI 96720	X		March 23, 2012 Loan & Mortgage Real Property identified with Tax Map Key No. (3) 8-1-32:3, 30-36, 38-42,44-53, 57, and 58 (3) 8-1-33: 8; (3) 8-1-34: 4-6, 8-13, 22, and 23				20,000,000.00	10,844,871.70
			Value \$ 9,155,128.30					
Account No.								
SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661	X		August 2001, et seq. Loan and mortgage (as of 3/1/2013) See Schedule A, Part A				626,326,775.39	601,802,847.09
			Value \$ 24,523,928.30					
Account No.								
SUN KONA FINANCE II, LLC C/O D. GRIMSMAN 2260 DOUGLAS BOULEVARD, SUITE 240 ROSEVILLE, CA 95661	X		Jun-06 Loan and mortgage Seller carryback notes in favor of OCE (22 lots) (as of 12/31/12)				5,299,778.22	Unknown
			Value \$ Unknown					
Subtotal (Total of this page)							665,043,253.61	620,172,418.79
Total (Report on Summary of Schedules)							665,043,253.61	620,172,418.79

0 continuation sheets attached

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re 1250 OCEANSIDE PARTNERS
Debtor

Case No. 13-00353

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. HAWAII ST TAX DEPARTMENT 425 QUEEN ST (ATTN C JOHIRO) HONOLULU, HI 96813			General Excise Tax		X		Unknown	Unknown
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							0.00	0.00
Total (Report on Summary of Schedules)							0.00	0.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community				C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J	C				
Account No. ACKERMAN RANCH INC. P. O. BOX 715 KEALAKEKUA, HI 96750	-					X	X	X	Unknown
Account No. ALLEN, WM & TERRI LIVING TRUSTS C/O WM & TERRI ALLEN, TEES 113 METATE PL. PALM DESERT, CA 92260	-						X	X	1,300,000.00
Account No. ALOHA PETROLEUM SAVE-A-\$ CLUB 1132 BISHOP ST., STE 1700 HONOLULU, HI 96813	-						X		Unknown
Account No. ALVAREZ & MARSAL DEVELOPMENT, LLC ATTN: DAWN M MARSAL-WALLIN 21677 SHEFFIELD DR. FARMINGTON HILLS, MI 48335	-					X	X	X	Unknown
Subtotal									1,300,000.00
(Total of this page)									1,300,000.00

34 continuation sheets attached

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T R I B U T I O N	U N P A I D	D I S P U T E	AMOUNT OF CLAIM	
		H W J C						
Account No. AMERICAN SAVINGS BANK FSB ATTN CORPORATE REAL ESTATE P.O. BOX 2300 HONOLULU, HI 96804-2300							Unknown	
		-		X	X	X		
Account No. ANDERSON HOMES & DESIGN CO OF HI C/O THE LYLE ANDERSON CO INC 8777 N GAINEY CTR DR., STE 205 SCOTTSDALE, AZ 85258							Unknown	
		-		X	X	X		
Account No. LYLE ANDERSON 8777 N. GAINEY CTR DR., STE 205 SCOTTSDALE, AZ 85258							Unknown	
		-		X	X	X		
Account No. ANDRADE ENTERPRISES, LLC 20 S. SANTA CRUZ AVENUE, SUITE 306 LOS GATOS, CA 95030							Unknown	
		-		X	X	X		
Account No. ARIZONA DEPT OF REAL PROPERTY 2910 N 44TH STREET FIRST FLOOR PHOENIX, AZ 85018							250.00	
		-	8/3/2003 Possible claim re: stale check			X		
Sheet no. 1 of 34 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	250.00

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	RO-THWJHC	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM	
Account No. ARIZONA RIGHTS LLC 8130 E. CACTUS RD., STE 500 SCOTTSDALE, AZ 85260	-		January 2013 - March 2013 Intercompany advances				32,969.73	
Account No. BRIAN BAKER IND & AS T'EE OF BRIAN J BAKER TR 68-131 E PUKAUA PL SOUTH KOHALA COAST, HI 96743	-		Potential crossclaim in pending lawsuit (Civil No. 12-1-268K)	X	X	X	Unknown	
Account No. BANK OF SCOTLAND PLC PRINCESS HOUSE, 1 SUFFOLK LANE LONDON EC4R OAX ENGLAND	-		Potential crossclaim in pending lawsuit (Civil No. 12-1-00595K)	X	X	X	Unknown	
Account No. W. & V. BATISTE, INDIV. & AS T'EES W. & V. BATISTE REV LIVING TRUST 75-5471 KONA BAY DR KAILUA-KONA, HI 96740	-		Claims in pending lawsuit (Civil No. 12-1-00595K)	X	X	X	2,963,222.00	
Account No. BELT COLLINS HAWAII LTD. C/O ALAN KATO 2153 N. KING ST., STE 200 HONOLULU, HI 96819	-		Monthly erosion control report		X		Unknown	
Sheet no. 2 of 34 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,996,191.73

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E F O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					
Account No.							
D THEO & DEBORAH H BERGHORST TEES BERGHORST 1998 DYNASTIC TRUST 1751 LAKE COOK RD, SUITE 350 DEERFIELD, IL 60015	-			X	X	X	Unknown
Account No.							
GEORGE BERKEY IND. & OBO HOKULIA INVESTORS LLC 1776 PARK AVE SUITE 4 PARK CITY, UT 84060-5149	-			X	X	X	Unknown
Account No.							
BIG ISLAND AUTO SPA 74-5590 ALAPA ST KAILUA-KONA, HI 96740	-	5/20/2004	Possible claim re: stale check			X	98.96
Account No.							
ROGER & CINDY BUCKLES, TEES R & C BUCKLES RFT 10/29/1991 5000 UPPER RIDGE RD SANTA ROSA, CA 95404	-		Possible claim related to Project	X	X	X	Unknown
Account No.							
CANTOR BROS HAULING SERVICES AKA CANTRO BROS TRANSPORT SERV P O BOX 1777 KAILUA-KONA, HI 96745	-	9/17/2002	Possible claim re: stale check			X	416.42

Sheet no. **3** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **515.38**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLITIGATED	DISPUTED	AMOUNT OF CLAIM
Account No. CEDAR LAND, L.L.C. 200 PATTERSON AVENUE, APT 810 SAN ANTONIO, TX 78209	-		Possible claim related to Project	X	X	X	Unknown
Account No. CHARTANA FOUR LLC C/O CHARLES P. COWIN 1707 1/2 POST OAK BLVD. HOUSTON, TX 77056	-		Possible claim related to Project	X	X	X	Unknown
Account No. SUNG HUN & NANCY CHUNG IND & OBO CHUNG FAMILY INVESTMENTS LLC 73-1381 KIPAPA PL KAILUA KONA, HI 96740	-		Claims in pending lawsuit (Civil No. 12-1-052K)		X	X	1,250,000.00
Account No. CLARK REALTY CORP C/O LARRY HULL 75-5722 KUAKINI HWY #103 KAILUA-KONA, HI 96740	-		Possible claim related to Project	X	X	X	Unknown
Account No. CLARK REALTY CORP. C/O PUTNAM D. CLARK 75-5722 KUAKINI HWY #203 KAILUA-KONA, HI 96740	-		Possible claim related to Project	X	X	X	Unknown

Sheet no. **4** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **1,250,000.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O R P O R A T E D	H u s b a n d, W i f e, J o i n t, o r C o m m u n i t y	D A T E C L A I M W A S I N C U R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G U N L I Q U A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. CLUB AT HOKULIA INC., THE P.O. BOX 247 KEALAKEKUA, HI 96750			Security services; potential crossclaim in pending lawsuit (Civil No. 12-1-00595K); potential claim related to Project	X	X	30,000.00	
Account No. CONKLIN FLP, THE DENNIS & ROSEMARIE CONKLIN 2323 W MUSCAL #201 PHOENIX, AZ 85029			Possible claim related to Project	X	X	Unknown	
Account No. DENNIS R COOK 975 BELLA VISTA LN. BURLINGTON, WA 98233-1488			Possible claim related to Project	X	X	X	Unknown
Account No. COUNTY OF HAWAII 25 AUPUNI ST. HILO, HI 96720			Possible claim related to Kelly Settlement Agreement	X	X	X	Unknown
Account No. COUNTY OF HI DEPT OF PUBLIC WORKS 101 PAUHI STREET, SUITE 7 HILO, HI 96720			9/2/2003 Possible claim re: stale check		X	31.00	

Sheet no. **5** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **30,031.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. THOMAS & BARBARA CROSSWHITE 7440 FOXGLOVE CRT PARK CITY, UT 84098	-		Possible claim related to lots 105 and 163	X	X	X	Unknown
Account No. CT CORPORATION 350 NORTH ST PAUL STREET STE 2900 DALLAS, TX 75201	-		12/01/2012 Statutory representation fee for 2013				145.67
Account No. PATRICK M. CUNNINGHAM 78-7156 KALEIOPAPA KAILUA-KONA, HI 96740	-		Possible claim related to Kelly Settlement Agreement	X	X	X	Unknown
Account No. MARK & SUSAN PERRY DAVIS, T'EES 2000 DAVIS FAMILY TR DTD 5/2/2000 865 S. FIGUEROA ST, 12TH FLR LOS ANGELES, CA 90017	-		Claims in pending lawsuit (Civil No. 12-1-199K)		X	X	2,700,000.00
Account No. DEPARTMENT OF WATER SUPPLY 78-6717 MAMALAHOA HWY HOLUALOA, HI 96725	-		Utilities		X		Unknown

Sheet no. **6** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **2,700,145.67**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O N T R I B U T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. STEPHEN & DEBORAH DINSMORE, T'EES S & D DINSMORE TRUST DTD 11/18/82 1601 VIA ARRIBA PALOS VERDES ESTATES, CA 90274	-			X	X	X	Unknown
Account No. GEORGE & ALICE DOERFLER 881 FREMONT AVE, SUITE B5 LOS GATOS, CA 94024	-			X	X	X	Unknown
Account No. DANIEL D. DOMOGALA, JR. 47685 N ECO MUSEUM RD MARICOPA, AZ 85239	-			X	X	X	Unknown
Account No. EDWARD DONG P.O. BOX 65654 PORTLAND, OR 97238	-			X	X	X	Unknown
Account No. R L & T D DVORAK, INDV & AS T'EES R L DVORAK LTD TR DTD 12/11/2003 765 CHUCKANUT SHORE ROAD BELLINGHAM, WA 98229	-				X	X	1,224,772.00

Sheet no. **7** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **1,224,772.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. PHILIP A. EDLUND 8 PLAZUELA INTIMO SANTA FE, NM 87506	-		Potential crossclaims in pending lawsuits (Civil Nos. 12-1-198K; 12-1-199K; 12-1-051K; 12-1-451K; 12-1-268K; and 12-1-052K); claim for indemnification	X	X	X	Unknown
Account No. ROBERT EDWARDS, IND & OBO ENIS, LLC P O BOX 3903 PASCO, WA 99302	-		Possible claim related to Project	X	X	X	Unknown
Account No. ENTERPRISE BANK AND TRUST 12695 METCALF AVE OVERLAND PARK, KS 66213	-		Possible claim related to Project	X	X	X	Unknown
Account No. ENVIRONMENTAL ASSESSMENT LLC 1232 LUNALILO HOME RD. HONOLULU, HI 96825	-		Water monitoring				12,008.00
Account No. TIM T. ESAKI 200 VILLAGE RD LAHAINA, HI 96761	-		Potential crossclaims in pending lawsuits (Civil Nos. 12-1-198K; 12-1-199K; 12-1-051K; 12-1-451K; 12-1-268K; and 12-1-052K); claim for indemnification	X	X	X	Unknown

Sheet no. **8** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **12,008.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G U E D	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ETL ACCOUNTING SERVICES 5702 E HILLERY DRIVE SCOTTSDALE, AZ 85254	-	March 2013 Accounting services				175.00
Account No. CAROL ANN FARROW P.O. BOX 789 GEYSERVILLE, CA 95441	-	Possible claim related to Project	X	X	X	Unknown
Account No. CHARLES FLAHERTY, JR. P.O. BOX 922 CAPTAIN COOK, HI 96704	-	Possible claim related to Kelly Settlement Agreement	X	X	X	Unknown
Account No. RORY FLYNN 237-C KEAWE STREET HILO, HI 96720	-	4/10/2005 Possible claim re: stale check			X	6,000.00
Account No. FOREVER SUCCESS LTD C/O MERRILL LYNCH, TDI TEAM BELGRAVIA HOUSE, 34/44 CIRCULAR RD DOUGLAS, ISLE OF MAN IM1 1QW	-	Possible claim related to Project	X	X	X	Unknown

Sheet no. **9** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	6,175.00
----------------------------------	-----------------

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
FOREVER SUCCESS LTD C/O "STEVE" CHANG, 115 GEZHI ROAD YANG MING SHAN, SHINLIN DISTRICT TAIPEI CITY 112, TAIWAN (R.O.C.)	-			X	X	Unknown
Account No.						
TOKUO & MASAKO FUJITA 3-21-23 KAMIKITAZAWA SETAGAYA-KU, TOKYO 156-0057 JAPAN	-			X	X	Unknown
Account No.						
RYUTARO FUKAMACHI C/O CHIEKO MADENOKOJI P.O. BOX 390428 KEAUHOU, HI 96739	-			X	X	Unknown
Account No.						
G-2 ARCHITECTS (AKA GUERIN GLASS ARCHITECTS, PC) 12 WEST 27th ST., 11TH FL. NEW YORK, NY 10001	-	November 2009 Professional fee			X	47,704.00
Account No.						
DEAN R. GILPIN PMB 186 1900 W. CHANDLER BLVD STE 15 CHANDLER, AZ 85224-8600	-			X	X	Unknown

Sheet no. **10** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **47,704.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	RO H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N U E M E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No. HERBERT M. & MARY KATHY GOULD 8313 NE JUANITA DRIVE KIRKLAND, WA 98034	-		Possible claim related to Project	X	X	X	Unknown
Account No. LARRY S. & JAQUA L. GUTSCH, T'EES GUTSCH FAM TR DTD 12/28/95 10040 E. HAPPY VALLEY RD #356 SCOTTSDALE, AZ 85255	-		Possible claim related to Project	X	X	X	Unknown
Account No. ROBERT H. HACKNEY 125 WEST SHORE ROAD NEW PRESTON, CT 06777-1412	-		Possible claim related to Project	X	X	X	Unknown
Account No. REBECCA HARRINGTON 81-1018 MELEANA PL. KEALAKEKUA, HI 96750	-		Consultant services		X		Unknown
Account No. HAWAII ELECTRIC LIGHT CO. INC. P.O. BOX 909 HONOLULU, HI 96808-0909	-		Utilities		X		Unknown
Subtotal (Total of this page)							0.00

Sheet no. 11 of 34 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. HAWAII EMPLOYERS COUNCIL P O BOX 29699 HONOLULU, HI 96820-2099	-			Possible claim related to Project	X	X	X	Unknown
Account No. HAWAII MODULAR SPACE 73-4092 HULIKO'A DR. KAILUA KONA, HI 96740	-			#762 - Office Trailer (808) #1332 - Office Traller (988) #186 - Office Traller (458)		X		Unknown
Account No. HAWAII PROPERTIES, LLC 16255 S.W. HOLLY HILL RD. HILLSBORO, OR 97123	-			Possible contract claim	X	X	X	Unknown
Account No. HAWAII STATE DEPARTMENT OF HEALTH 1250 PUNCHBOWL ST., 3RD FLOOR HONOLULU, HI 96813	-			Possible claim related to Kelly Settlement Agreement	X	X	X	Unknown
Account No. HOWARD L. HAWKS C/O 1044 N. 115TH ST., STE 400 OMAHA, NE 68118	-			Potential crossclaims in pending lawsuits (Civil Nos. 12-1-051K; 12-1-052K)	X	X	X	Unknown
Subtotal (Total of this page)								0.00

Sheet no. **12** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O M M U N I T Y	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. HBOS PLC PRINCESS HOUSE, 1 SUFFOLK LANE LONDON EC4R 0AX	-				X	X	X	Unknown
Account No. JAMES B. & CAROL M. HEBETS C/O JAMES HEBETS 2575 E CAMELBACK RD., STE 700 PHOENIX, AZ 85016	-				X	X	X	Unknown
Account No. DR ANTHONY K HEDLEY 2122 E HIGHLAND AVE., STE 300 PHOENIX, AZ 85016	-				X	X	X	Unknown
Account No. ANTHONY HENRIQUES P O BOX 1014 CAPTAIN COOK, HI 96704	-						X	249.93
Account No. HI DEPT OF LAND & NATURAL RESOURCES ATTN: CHAIRPERSON 1151 PUNCHBOWL ST., ROOM 130 HONOLULU, HI 96813	-				X	X	X	Unknown

Sheet no. **13** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **249.93**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. HOKULIA 14 LLC C/O ALAN LIVINGSTON P.O. BOX 1271 CAPTAIN COOK, HI 96704	-	Possible claim related to Project		X	X	X	Unknown
Account No. HOKULIA 14 LLC C/O RICHARD BAUSER P O BOX 194 BRECKENRIDGE, CO 80424	-	Possible claim related to Project		X	X	X	Unknown
Account No. HOKULIA COMMUNITY ASSN C/O ASSOCIA HAWAII 75-169 HUALALAI RD KAILUA-KONA, HI 96740	-	2/12 - 5/12 dues for 29 lots; potential crossclaim in pending lawsuit (Civil No. 12-1-00595K); possible claim related to Project		X	X	X	43,107.35
Account No. HOKULIA FOUNDATION, THE ATTN: ALAN LIVINGSTON P O BOX 2059 KEALAKEKUA, HI 96750	-	Possible claim related to Project		X	X	X	Unknown
Account No. HOKULIA PARK & CULTURAL SITES c/o ASSOCIA HAWAII 75-169 HUALALAI RD KAILUA-KONA, HI 96740	-	2/12 - 5/12 dues for 29 lots transferred to The Club at Hokulia or Hokulia Community Association		X	X	X	13,909.21

Sheet no. **14** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **57,016.56**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
SANDRA LEE HOUSE P.O. BOX 676333 RANCHO SANTA FE, CA 92067	-			X	X	Unknown
Account No.						
SANDRA LEE HOUSE PO BOX 614 ROSEVILLE, CA 95661	-			X	X	Unknown
Account No.						
HUBS HAWAII 85 POOKELA ST HILO, HI 96720	-	5/14/2002 Potential claim re: stale checks			X	552.00
Account No.						
IMANAKA KUDO & FUJIMOTO 745 FORT STREET 17th FLOOR HONOLULU, HI 96813	-	5/20/2004 Possible claim re: stale check			X	2,004.72
Account No.						
INTRALINKS INC 150 3 42ND STREET 8TH FLOOR NEW YORK, NY 10017	-	Online document repository		X		Unknown

Sheet no. **15** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **2,556.72**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. IRONGATE (AKA WESTWOOD HOKULIA LLC) 10880 WILSHIRE BLVD. #2200 LOS ANGELES, CA 90025	-			X	X	X	100,000.00
Account No. HALE IRWIN 5720 NORTH SAGUARO ROAD PARADISE VALLEY, AZ 85253	-				X	X	865,000.00
Account No. HALE S & SALLY J IRWIN 5720 NORTH SAGUARO ROAD PARADISE VALLEY, AZ 85253	-			X	X	X	Unknown
Account No. ISEMOTO CONTRACTING CO., LTD. 74-5039B QUEEN KAAHUMANU HWY KAILUA KONA, HI 96740	-			X	X	X	597,394.84
Account No. J FREIMAN & S MENDEL,IND & AS T'EES J FREIMAN PSP 20 SEAVIEW AVE NEWPORT, RI 02840	-			X	X	X	1,921,724.00

Sheet no. **16** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **3,484,118.84**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.							
J HASSFURTHER TRST AGMT DTD 7/31/98 C/O JAN R. & THOS. HASSFURTHER, TR 1121 MELODY RD. LAKE FOREST, IL 60045	-			X	X	X	1,100,000.00
Account No.							
JEAN TICHENOR FT DTD 2/24/98 C/O JEAN TICHENOR, TS 9016 N MORNING GLORY RD. PARADISE VALLEY, AZ 85253	-			X	X	X	Unknown
Account No.							
JWH LLC C/O JAMES HEBETS 2575 E CAMELBACK RD., STE 700 PHOENIX, AZ 85016	-			X	X	X	Unknown
Account No.							
KDM CHARTANA LLC C/O KEVIN MOORE 4046 JOE COLLIER DR. DACONO, CO 80514	-			X	X	X	Unknown
Account No.							
JACOB KEANAANA P O BOX 1687 KAILUA-KONA, HI 96745-1687	-		12/13/2007 Possible claim re: stale check			X	139.80

Sheet no. **17** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **1,100,139.80**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T R I B U T I O N	U N D E R L I E S	D I S C R I M I N A T E	AMOUNT OF CLAIM
		H W J C				
Account No. WALTER JOHN KELLY P.O. BOX 917 CAPTAIN COOK, HI 96704		Possible claim related to Kelly Settlement Agreement			X X X	Unknown
Account No. BARBARA KILDOW P.O. BOX 1596 KAILUA-KONA, HI 96745		Possible claim related to Project			X X X	Unknown
Account No. KIMO D CUMMINGS & VIRGINIA CHA 27 WEST COAST CRESCENT TOWER D #18-24 SINGAPORE 128048		Possible claim related to Project			X X X	Unknown
Account No. KITCHELL CONTRACTORS INC. 1707 E HIGHLAND, STE 200 PHOENIX, AZ 85016		Fees and general excise tax claim			X X X	1,080,000.00
Account No. DANI KNAPP-BONHAM 140 HO'OHANA STREET, #312 KAHULUI, HI 96732		Possible claim related to Project			X X X	Unknown
<p>Sheet no. 18 of 34 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</p>						<p>Subtotal (Total of this page)</p> <p>1,080,000.00</p>

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. RICHARD B. & JOAN R. KOMEN PO BOX 4427 ROCHE HARBOR, WA 98250	-		Possible claim related to Project	X	X	X	Unknown
Account No. KONA COAST REALTY 75-170 HUALALAI ROAD KAILUA-KONA, HI 96740	-		9/23/2004 Possible claim re: stale check			X	2,800.00
Account No. KONA LOCKSMITH 74-5543 KAIWI STREET KAILUA-KONA, HI 96740	-		3/18/2003 & 7/14/2003 Possible claim re: stale check			X	59.37
Account No. KONA LOT 228 LLC ATTN J. ORIN EDSON P.O. BOX 14580 JACKSON, WY 83002	-		Possible claim related to Project	X	X	X	Unknown
Account No. KONA LUA, INC. P.O. BOX 9019 KAILUA-KONA, HI 96743	-		January 2013 and following Waste pumping from office trailer		X		Unknown

Sheet no. **19** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **2,859.37**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community			C O N T I N G U N D E R L I N E	U N D E R L I N E	D I S C U S S E D	AMOUNT OF CLAIM
		H	W	J				
Account No. L AFC HAWAII HOLDING CO. 1380 LEAD HILL BLVD SUITE 106 ROSEVILLE, CA 95661	-	January 2011 Intercompany advance						210,893.49
Account No. LAS CAMPANAS LP 8130 E. CACTUS RD., STE 500 SCOTTSDALE, AZ 85260	-	January 2011 Intercompany advance						150.48
Account No. GIN LEE 8 DRAYCOTT PARK, #15-06 DRAYCOTT 8 SINGAPORE 259404	-	Possible claim related to Project			X	X	X	Unknown
Account No. LLOYDS BANKING GROUP PLC PRINCESS HOUSE, 1 SUFFOLK LANE LONDON EC4R 0AX	-	Potential crossclaim in pending litigation (Civil No. 12-1-00595K)			X	X	X	Unknown
Account No. JOHN LOPEZ 222 KIMBERLY ROAD NORTH BARRINGTON, IL 60010-2122	-	Possible claim related to Project			X	X	X	Unknown
Subtotal (Total of this page)							211,043.97	

Sheet no. **20** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. LOT 163 LLC C/O THOMAS CROSSWHITE 7440 FOXGLOVE CRT PARK CITY, UT 84098	-				X	X	150,000.00
Account No. LOT 163, LLC 78-6930 KEA'AINA ST KAILUA-KONA, HI 96740	-			X	X	X	Unknown
Account No. NORMA F MADDY, TEE NORMA FOSTER MADDY 1997 REV TR 74350 QUAIL LAKES RD INDIAN WELLS, CA 92210	-			X	X	X	Unknown
Account No. MAROTTA GUND BUDD & DZERA, LLC 60 E. 42ND ST., 50TH FLOOR NEW YORK, NY 10165	-			X	X	X	Unknown
Account No. STEPHEN MAROTTA 60 E. 42ND ST., 50TH FLOOR NEW YORK, NY 10165	-			X	X	X	Unknown

Sheet no. **21** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **150,000.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O M M U N I T Y	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. GEORGE & SHARON MARSHALL 3420 SHANGRI LA RD LAFAYETTE, CA 94549	-				X	X	Unknown
Account No. MEHEULA & DEVENS LLP 707 RICHARDS ST., PH1 HONOLULU, HI 96813	-					X	439.79
Account No. DAVID & KIM METCALF TEES METCALF FAMILY LIV TR 6/11/93 2920 ROHRER DR LAFAYETTE, CA 94549	-			X	X	X	Unknown
Account No. MIGUEL FAMILY TRST DTD 1/3/00 C/O C. AND L. MIGUEL, TS 14040 S 32ND ST PHOENIX, AZ 85044	-			X	X	X	Unknown
Account No. REITHANN MILBURN 5317 W. MELINDA LANE GLENDALE, AZ 85308	-			X	X	X	Unknown

Sheet no. **22** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **439.79**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. BYRON MOKU c/o P O BOX 2059 KEALAKEKUA, HI 96750			March 2012 Reimbursement for gas			85.37	
Account No. KEVIN & PATRICIA MOORE, IND & OBO PHM CARTANA LLC 4046 JOE COLLIER DR DACONO, CO 80514			Possible claim related to Project	X	X	X	Unknown
Account No. MARK T. MOWAT 17002 MARCY ST., STE 120 OMAHA, NE 68118			Potential crossclaims in pending lawsuits (Civil Nos. 12-1-051K; 12-1-052K)	X	X	X	Unknown
Account No. NATIVE SUN BUSINESS GROUP, INC. C/O JOHN DEFRIES 73-1211A KAIMINANI DR. KAILUA-KONA, HI 96740			Management consulting		X	X	800,000.00
Account No. NEWTON, JEFFREY N & CAROLYN E T'EE'S FOR THE NEWTON FAMILY TRUST 3793 SMALLWOOD COURT PLEASANTON, CA 94566			Possible claim related to Project	X	X	X	Unknown

Sheet no. **23** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

800,085.37

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CAROLYN NORMAN 91-1020 MIKOHU STREET #21C EWA BEACH, HI 96706	-		8/26/2006 Possible claim re: stale check		X	79.60
Account No. PATRICE & WILLIAM O'GRADY ONE CHARLES ST. SOUTH, #906 BOSTON, MA 02116	-		Potential crossclaims in pending lawsuit (Civil No. 12-1-451K)	X	X	Unknown
Account No. EDWARD J. & BARBARA O'SULLIVAN 6533 SEAVIEW NW, PH2A SEATTLE, WA 98117	-		Possible claim related to Project	X	X	Unknown
Account No. OASIS MANAGEMENT RESOURCES LLC 8130 E. CACTUS RD., STE 500 SCOTTSDALE, AZ 85260	-		Intercompany advance; management fee; potential crossclaims in pending lawsuit (Civil No. 12-1-00595K)	X	X	Unknown
Account No. OCEANIC TIME WARNER CABLE P.O. BOX 30050 HONOLULU, HI 96820	-		Internet service		X	Unknown

Sheet no. **24** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

79.60

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					
Account No. MIKA ONO PO BOX 390563 KEAUHOU, HI 96739		Possible claim related to Project		X	X	X	Unknown
Account No. THOMAS W & SHAWN L PACE IND & OBO HOKUKANO RANCH P O BOX 2240 KEALAKEKUA, HI 96750		Possible claim related to Project		X	X	X	Unknown
Account No. PACE INVESTMENTS LP C/O JOHN PACE JR P.O. BOX 2240 KEALAKEKUA, HI 96750		Possible claim related to Project		X	X	X	Unknown
Account No. PACIFIC WASTE 74-5610 ALAPA ST. KAILUA-KONA, HI 96740		Trash collection			X		Unknown
Account No. PARADISE LOST, LLC 2000 PGA BOULEVARD, SUITE 3200A NORTH PALM BEACH, FL 33408		Possible claim related to Project		X	X	X	Unknown

Sheet no. **25** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **0.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					
Account No.							
JAMES & LISA PARRISH COTEES PARRISH LIVING TR 8/9/95 417 MIRADA COURT MONTEREY, CA 93940	-			X	X	X	Unknown
Account No.							
PARTS CENTER HAWAII 400 E KAWILI ST HILO, HI 96720	-					X	159.90
Account No.							
PC THOMAS INVESTMENT CO LC 3502 N. 950 E. OGDEN, UT 84414	-			X	X	X	Unknown
Account No.							
ROBERT DANIEL PRISKE, TRUSTEE ROBERT D PRISKE LLC 401(K) PSP P. O. BOX 252 HAKALAU, HI 96710	-			X	X	X	Unknown
Account No.							
PROTECT KEOPUKA OHANA P.O. BOX 166 HONAUNAU, HI 96726	-			X	X	X	Unknown

Sheet no. **26** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **159.90**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O O R D I N A T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S C U T E D	AMOUNT OF CLAIM
Account No. RED HILL 1250, INC. 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661		-		Potential crossclaims in pending lawsuits (Civil Nos. 12-1-198K; 12-1-199K; 12-1-051K; 12-1-451K; 12-1-268K; 12-1-052K, 12-1-00595K)	X	X	X	Unknown
Account No. MARK S. & CHERYL L. RICHARDS C/O THE MARYL GROUP 55 MERCHANT STREET, #2900 HONOLULU, HI 96813		-		Possible claim related to Project	X	X	X	Unknown
Account No. REYNOLD L. & KIRSTEN H. RIMOLDI 9013 GREENSBORO LANE LAS VEGAS, NV 89113		-		Possible claim related to Project	X	X	X	Unknown
Account No. MICHAEL J. ROBERTS, IND & OBO MJR, FLLP & MICHAEL J ROBERTS INC 6688 GUNPARK DR BOULDER, CO 80301		-		Claims in pending lawsuit (Civil No. 12-1-268K)		X	X	2,300,000.00
Account No. DONALD RULLO 75-5782 KUAKINI HWY., #C2C KAILUA-KONA, HI 96740		-		Possible claim related to Project	X	X	X	Unknown
<p align="right">Subtotal (Total of this page)</p>								2,300,000.00

Sheet no. **27** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. SHOEMAKER FT DTD 11/22/89, THE C/O CHARLES G. SHOEMAKER, TS 60 IKENA KAI PL. KULA, HI 96790	-			X	X	X	Unknown
Account No. JAMES & CAROL O. SIMPSON, TEES J & C SIMPSON LIV TR DTD 9/19/08 P. O. BOX 1359 PEBBLE BEACH, CA 93953	-			X	X	X	Unknown
Account No. WILLIAM E. SIWEK 8321 N CANTA REDONDO PHOENIX, AZ 85253	-			X	X	X	Unknown
Account No. SPRING TIME SERVICES P O BOX 390563 KEAUHOU, HI 96739	-	7/9/2003 & 7/15/2003 Possible claim re: stale check				X	156.00
Account No. CHIYKO K SPRINGER, TR RLT 2/25/95 2115-3506 TSURUDOMARI NAGAKURA KARUIZAWA-CHO, KITASAKU-GUN NAGANO, JAPAN	-			X	X	X	Unknown

Sheet no. **28** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **156.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H u s b a n d, W i f e, J o i n t, o r C o m m u n i t y	D A T E C L A I M W A S I N C U R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. T GROUP CAPITAL, LLC C/O MARK MOWAT 17002 MARCY ST STE 120 OMAHA, NE 68118	-		Potential crossclaims in pending lawsuit (Civil No. 12-1-051k and 12-1-052K)		X	X	X	Unknown
Account No. YUTAKA & TOMOKO TAKEDA 5-29-5 DAIZAWA SETAGAYA-KU TOKYO 155-0032 JAPAN	-		Possible claim related to Project			X	X	Unknown
Account No. TANIGAMI FAMILY RLT DTD 9/1/99, THE HIDEYUKI & J BOGARD-TANIGAMI COTEES 1472 CLUBVIEW TERRACE LOS ALTOS, CA 94024	-		Possible claim related to Project		X	X	X	Unknown
Account No. RICHARD & LESLIE TINCHER 567 CRESTA VISTA LANE PORTOLA VALLEY, CA 94028	-		Possible claim related to Project		X	X	X	Unknown
Account No. TOM QUITQUIT CHEE & WATTS LLP 841 BISHOP STREET STE 2125 HONOLULU, HI 96813	-		March 2013 Legal services and expenses					210.50

Sheet no. **29** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **210.50**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E O F C L A S S I F I C A T I O N	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T A B L E	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. TRS OF THE ESTATE OF B.P. BISHOP ATTN: COMMERCIAL ASSET MANAGER 567 S. KING ST., STE 200 HONOLULU, HI 96813	-	Lease rent Keauhou Office		X	X	175,299.03
Account No. TATSUSHI UESHIMA 7-7-7 MINATOJIMA-NAKMACHI CHUO-KU, KOBE, HYOGO 650-8577 JAPAN	-	Possible claim related to Project	X	X	X	Unknown
Account No. ULUWEHI PROPERTIES, LLC 75-654 HUALALAI ROAD KAILUA-KONA, HI 96740	-	Possible claim related to Project	X	X	X	Unknown
Account No. US TRST CO OF DELAWARE, NA, ADM TEE BERGHORST 1998 DYNASTIC TRUST 1751 LAKE COOK RD, SUITE 350 DEERFIELD, IL 60015	-	Possible claim related to Project	X	X	X	Unknown
Account No. KENNETH J. UVA 6810 108TH ST., APT. 1H FOREST HILLS, NY 11378	-	Potential crossclaims in pending lawsuits (Civil Nos. 12-1-198K;12-1-199K; 12-1-051K; 12-1-451K; 12-1-268K; 12-1-052K); claim for Indemnification	X	X	X	Unknown

Sheet no. **30** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **175,299.03**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	COORDINATOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT			DISPUTED UNLIQUIDATED	AMOUNT OF CLAIM
Account No. VI REED & CANE INC 8522 LAKEVIEW BAY RD ROGERS, AR 72756	-		9/28/2007 & 9/29/2007 Possible claim re: stale check			X	116.17	
Account No. CHARLES P & LYNNSEY VIRDEN, T'EES VIRDEN FAMILY TR DTD 9/2/88 7530 BRIARGATE COURT RENO, NV 89523	-		Possible claim related to Project	X	X	X	Unknown	
Account No. JIMMY & NANCY WALKER C/O JIMMY WALKER 2425 E CAMELBACK RD STE 150 PHOENIX, AZ 85016	-		Possible claim related to Project	X	X	X	Unknown	
Account No. SHARON WATT NEY, IND & AS T'EE WATT-NEY FAM TR DTD 6/6/89 2420 GRAND CANAL VENICE, CA 90291	-		Possible claim related to Project	X	X	X	Unknown	
Account No. WAVECOM SOLUTIONS 1132 BISHOP ST STE 800 HONOLULU, HI 96813	-		Phone service			X	Unknown	
Sheet no. 31 of 34 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	116.17

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. WELLS FARGO BANK NA 101 N PHILLIPS AVE SIOUX FALLS, SD 57104		-	Possible claim related to Project	X	X	X	Unknown
Account No. WES THOMAS & ASSOCIATES 75-5749 KALAWA ST. KAILUA-KONA, HI 96740		-	January 2012 and following Survey work; professional services	X	X	X	50,000.00
Account No. WILLIAM G. WESCH 790 MICHAEL DRIVE SONOMA, CA 95476		-	Possible claim related to Project	X	X	X	Unknown
Account No. WEST HAWAII EXCAVATING, INC. P.O. BOX 193 CAPTAIN COOK, HI 96704		-	Erosion control		X		Unknown
Account No. WHITE FAMILY TRUST DTD 6/25/99 C/O RICHARD AND TONI WHITE, TS 78-6858 KUHINANUI ST. KAILUA-KONA, HI 96740		-	Claims in pending lawsuit (Civil No. 12-1-198K)		X	X	3,500,000.00

Sheet no. **32** of **34** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **3,550,000.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. MICHELE WILKINS 73-1410A KALOKO DR. KAILUA-KONA, HI 96740	-	Possible claim related to Kelly Settlement Agreement	X	X	X	Unknown
Account No. WILLIAM H. WILTON, IND. & AS T'EE WM H WILTON LIV TRUST P O BOX 415 KAILUA-KONA, HI 96745	-	Possible claim related to Project	X	X	X	Unknown
Account No. XEROX CORPORATION P.O. BOX 7405 PASADENA, CA 91109-7405	-	Copiers		X		Unknown
Account No. GARY YAMAGATA, IND & OBO YAMAGATA DEVELOPMENT CO 3211 MELEMELE PL HONOLULU, HI 96822	-	Possible claims related to development agreements dated January 16, 2002 and September 13, 2010	X	X	X	Unknown
Account No. Z. G SHUMAN & JP MORGAN TR CO, TEES P MITCHELL TR & OBO BIG ISL. 3 LLC 1585 KAPIOLANI BLVD., STE. 1110 HONOLULU, HI 96814	-	Possible claim related to Project	X	X	X	Unknown

Sheet no. **33** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **0.00**

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
STEVEN D. & DEBORAH A. ZAVODNICK 16771 KENNEDY ROAD LOS GATOS, CA 95032			Possible claim related to Project	X	X	X
						Unknown
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. **34** of **34** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

0.00

Total
(Report on Summary of Schedules)

22,482,324.33

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<p>ACKERMAN RANCH, INC. P.O. BOX 715 KEALAKEKUA, HA 96750</p>	<p>Utility and Vehicular Access and Well Site Agreement, dated July 28, 2005</p>
<p>AON RISK SERVICES INC DEPT 9832 LOS ANGELES, CA 90084-9832</p>	<p>Acct# 570000057022 Contractor's pollution insurance premium</p>
<p>APEX OFFICE CENTERS 1380 LEAD HILL BLVD STE 106 ROSEVILLE, CA 95661</p>	<p>Office rental</p>
<p>BELT COLLINS HAWAII LTD. C/O ALAN KATO 2153 N. KING ST., STE 200 HONOLULU, HI 96818</p>	<p>Consulting Services Agreement [Contract No. 011-009-OCE], effective as of February 12, 2009; as amended or supplemented, for HRS 343 compliance</p>
<p>BELT COLLINS HAWAII LTD. C/O ALAN KATO 2153 N. KING ST., STE 200 HONOLULU, HI 96818</p>	<p>Consulting Services Agreement [Contract No. 011-011-OCE] dated January 1, 2010; as amended or supplemented by Additional Services Addendum #1 dated November 10, 2010 for erosion control reports; Addendum #2 dated February 1, 2012; Addendum #3 dated January 1, 2013)</p>
<p>CLUB AT HOKULIA, THE P O BOX 247 KEALAKEKUA, HI 96750</p>	<p>Umbrella Agreement dated March 30, 2012, as amended</p>
<p>CLUB AT HOKULIA, THE P O BOX 247 KEALAKEKUA, HI 96750</p>	<p>Club Transfer Agreement</p>
<p>COUNTY OF HAWAII 25 AUPUNI ST. HILO, HI 96720</p>	<p>Development Agreement dated April 20, 1998, and recorded in the Bureau of Conveyances for the State of Hawaii on April 30, 1998 as Doc. No. 98-060529</p>
<p>COUNTY OF HAWAII ATTN: B J LEITHEAD 101 PAUHI ST #3 HILO, HI 96720</p>	<p>Memorandum of Understanding recorded as Doc. No. 2010-028079 (re: Ala Kahakai National Historic Trail) [affects land in Tax Plat 7-9 and 8-1]</p>

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
COUNTY OF HAWAII DWS 345 KEKUANAO'A ST STE 20 HILO, HI 96720	Kealakekua Water Source Agreement dated December 18, 1984; as assigned pursuant to that certain Assignment of Rights to Water Commitment Units - Kealakekua Water Source Agreement executed on March, 1986; as assigned pursuant to that certain Assignment of Rights to Water Commitment Units Kealakekua Water Source Agreement dated March 17, 1995
DAVID THOMAS DBA ALL HAWAII WATER TREATMENT P.O. BOX 237 HOLUALOA, HI 96725	Consulting Services Agreement [Contract No. 004-002-OCE] dated October 1, 2010, for WWTP monitoring
DEPARTMENT OF WATER SUPPLY ATTN: MANAGER 345 KEKUANAO'A ST., STE 20 HILO, HI 96720	Well Site Development Agreement, effective as of April 12, 2007 (as amended) (Kalukalu Well)
E JEAN GREENWELL REV TR DTD 9/11/92 C/O WILLIAM N. GREENWELL, TR P.O. BOX 1236 KEALAKEKUA, HI 96750	Well Site Development Agreement, effective as of April 12, 2007 (as amended) (Kalukalu Well)
ENVIRONMENTAL ASSESSMENT 1820 KIHI STREET HONOLULU, HI 96821	Water monitoring
GARY YAMAGATA 3211 MELEMELE PL. HONOLULU, HI 96822	Subdivision, Sale Grant of Easements, License and Development Agreement, dated January 16, 2002
HAWAII MODULAR SPACE 73-4092 HULIKO'A DR. KAILUA-KONA, HI 96740	Lease, #762 - Office Trailer
HAWAII MODULAR SPACE 73-4092 HULIKO'A DR. KAILUA-KONA, HI 96740	Lease, #1332 - Office Trailer
HAWAII MODULAR SPACE 73-4092 HULIKO'A DR. KAILUA-KONA, HI 96740	Lease, #186 - Office Trailer
HAWAII PROPERTIES, LLC 16255 S.W. HOLLY HILL RD. HILLSBORO, OR 97123	Agreement recorded in the Bureau of Conveyances for the State of Hawaii on October 8, 2007 as Doc. No. 2007-177918
HOKULIA COMMT'Y ASSOC C/O ASSOCIA HAWAII 75-169 HUALALAI RD KAILUA-KONA, HI 96740	Umbrella Agreement daed March 30, 2012

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
HOKULIA PARK & CULTURAL SITES C/O ASSOCIA HAWAII 75-169 HUALALAI RD KAILUA-KONA, HI 96740	Lease dated April 15, 2012 for PCSA Baseyard (non-residential property)
J B ARCHITECTURE, INC. ATTN: MICHAEL "JAMIE" BUSCH 73-1081 AHIKAWA ST. KAILUA-KONA, HI 96740	Consulting Services Agreement [Contract No. 038-001-OCE] dated November 5, 2010 for design review services
JACK B. GREENWELL REV TR DTD 6/9/86 C/O B. GREENWELL & J DOLLAR S.TEES 2123 THORNSBERRY RD SONOMA, CA 95476	Grant of Access and Utilities Easements dated October 11, 1991 (as amended)
JERRY EGAMI P.O. BOX 1165 KEALAKEKUA, HI 96750	Grazing License Agreement dated September 10, 2008
KONA LUA, INC. P.O. BOX 9019 KAILUA-KONA, HI 96745	Services agreement re: waste pumping from office trailer.
KONA STORAGE KINGS 73-4864 KANALANI ST. KAILUA-KONA, HI 96740	Storage locker lease
NATIONAL PARK SERVICE ATTN ARIC ARAKAKI 73-4786 KANALANI ST #14 KAILUA-KONA, HI 96740	Memorandum of Understanding recorded as Doc. No. 2010-028079 (re: Ala Kahakai National Historic Trail) [affects land in Tax Plat 7-9 and 8-1]
OASIS MANAGEMENT RESOURCES LLC 8130 E. CACTUS RD., STE 500 SCOTTSDALE, AZ 85260	Management services, month-to-month
OCEANIC TIME WARNER CABLE P.O. BOX 30050 HONOLULU, HI 96820	Internet services
PACIFIC WASTE INC 74-5610 ALAPA STREET KAILUA-KONA, HI 96740	Trash collection
REBECCA HARRINGTON 81-1018 MELEANA PL. KEALAKEKUA, HI 96750	Consulting Services Agreement, dated February 2, 2009, as amended pursuant to Additional Services Addendum #1 dated April 1, 2009, as further amended pursuant to Additional Services Addendum #2 dated June 1, 2009, as further amended pursuant to Additional Services Addendum #3 dated August 1, 2009, as further amended pursuant to Additional Services Services Addendum #4

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
RED HILL 1250, INC. C/O CRAIG PICKETT 1380 LEAD HILL BLVD STE 106 ROSEVILLE, CA 95661	Umbrella Agreement daed March 30, 2012
RM TOWILL 2024 N. KING ST., 2ND FLOOR HONOLULU, HI 96819	Consulting Services Agreement [Contract No. 036-001-OCE] dated April 19, 2010, for sewer system update
SAVE A DOLLAR P O BOX 380029 HONOLULU, HI 96839-0029	Gasoline
STATE OF HI DLNR ATTN: NELSON AYERS 1151 PUNCHBOWL ST #325 HONOLULU, HI 96813	Memorandum of Understanding recorded as Doc. No. 2010-028079 (re: Ala Kahakai National Historic Trail) [affects land in Tax Plat 7-9 and 8-1]
SUN KONA PROPERTIES 2260 DOUGLAS BLVD STE 240 ROSEVILLE, CA 95661	Temporary Right of Entry and Construction Agreement dated February 26, 2013
THE CLUB AT HOKULIA INC. P.O. BOX 247 KEALAKEKUA, HI 96750	Lease dated June 1, 2010 for Equipment Maintenance Facility (non-residential property)
WATER BD OF THE COUNTY OF HAWAII ATTN: CHAIRPERSON 345 KEKUANAO'A ST., STE 20 HILO, HI 96720	Well Site Development Agreement, effective as of April 12, 2007 (as amended) (Kalukalu Well)
WAVECOM SOLUTIONS P O BOX 135014 HONOLULU, HI 96801	Phone service
WES THOMAS & ASSOCIATES, INC. ATTN: CRYSTAL YAMASAKI 75-5749 KALAWA ST. KAILUA-KONA, HI 96740	Consulting Services Agreement [Contract No. 016-002-OCE] dated February 1, 2009, as amended pursuant to Additional Services Addendum #1 dated October 5, 2010, for as-needed survey and staking
WES THOMAS & ASSOCIATES, INC. ATTN: CRYSTAL YAMASAKI 75-5749 KALAWA ST. KAILUA-KONA, HI 96740	Consulting Services Agreement [Contract No. 016-003-OCE] dated April 20, 2012, for Club/HCA/HCS subdivisions
WEST HAWAII EXCAVATING, INC. ATTN: ROBERT COWELL P.O. BOX 193 CAPTAIN COOK, HI 96704	Consulting Services Agreement [Contract No. 008-024-OCE] dated December 1, 2009, as amended, for erosion control

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
XEROX P.O. BOX 7405 PASADENA, CA 91109-7405	Copier lease
YAMAGATA DEVELOPMENT COMPANY 3211 MELEMELE PL. HONOLULU, HI 96822	Subdivision, Sale Grant of Easements, License and Development Agreement, dated January 16, 2002

Sheet 4 of 4 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
FRONT NINE HOLDING, INC. (FKA LYLE ANDERSON HI HOLD. CO INC) 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661 GUARANTOR	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
FRONT NINE, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
FRONT NINE, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	COUNTY OF HAWAII 333 KILAUEA AVENUE, 2ND FLOOR HILO, HI 96720
HOKULI'A HOLDING COMPANY, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661 GUARANTOR	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
KEOPUKA DEVELOPMENT COMPANY (FKA LYLE ANDERSON DEV CO HAW. INC) 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
KEOPUKA HOLDING COMPANY, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661 GUARANTOR	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
KEOPUKA PACIFIC HOLDING, INC. (FKA LYLE ANDERSON PAC. HOLD. CO.) 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661 GUARANTOR	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
L AFC HAWAII HOLDING COMPANY, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661 GUARANTOR	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661

In re **1250 OCEANSIDE PARTNERS**

Case No. **13-00353**

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
LANDSTAR HOLDINGS WEST LLC C/O LYLE ANDERSON 8777 N. GAINES CENTER DRIVE #205 SCOTTSDALE, AZ 85258 (FKA LYLE ANDERSON FINANCIAL CO LLC)	SUN KONA FINANCE II, LLC C/O D. GRIMSMAN 2260 DOUGLAS BOULEVARD, SUITE 240 ROSEVILLE, CA 95661
PACIFIC STAR COMPANY, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661
RED HILL 1250, INC. C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	SUN KONA FINANCE I, LLC C/O D. GRIMSMAN 2260 DOUGLAS BLVD., SUITE 240 ROSEVILLE, CA 95661

Sheet 1 of 1 continuation sheets attached to the Schedule of Codebtors

United States Bankruptcy Court
District of Hawaii

In re 1250 OCEANSIDE PARTNERS

Debtor(s)

Case No. 13-00353

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/General Manager/CFO of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 62 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

2 April 2013

Signature



Craig Pickett
President/General Manager/CFO

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.

**United States Bankruptcy Court
District of Hawaii**

In re **1250 OCEANSIDE PARTNERS**

Debtor(s)

Case No. **13-00353**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate 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(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$205,731.43	2012 Income from operations
\$1,017,548.64	2011 Income from operations

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$37,209.53	2012: Income from debt cancellation
\$147,121.86	2011: Income from debt cancellation

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	------------------------------------	--	-----------------------

See attachment.

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

See attachment.

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	-------------------------	---------------------------------	--------------------------

See attachment.

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	--	---------------	-----------------------------------

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
GELBER, GELBER & INGERSOLL 745 FORT STREET, SUITE 1400 HONOLULU, HI 96813	1/29/2013; 2/13/2013; 2/28/2013	\$120,000

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	---

See attachment.

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	---------------------------------------

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER The Club at Hokulia P O Box 247 Kealakekua, HI 96750	DESCRIPTION AND VALUE OF PROPERTY Approximately 244.226 acres comprising the golf club facility defined in that certain Umbrella Agreement pursuant to settlement agreement are to be transferred to the Club upon subdivision.	LOCATION OF PROPERTY
--	---	----------------------

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Hokuli'a Community Association c/o Associa Hawaii 75-169 Hualalai Road Kailua-Kona, HI 96740	TMK No. (3) 8-1-027:044 (Irrigation lake); value unknown	
Hokuli'a Community Services, Inc. P. O. Box 247 Kealahou, HI 96750	TMK No. (3) 8-1-0035:001 (por.) (irrigation well); value unknown	
Hokuli'a Community Services, Inc. P. O. Box 247 Kealahou, HI 96750	TMK No. (3) 8-1-0036:001 (por.) (irrigation wells); value unknown	
The Club at Hokuli'a, Inc. P. O. Box 247 Kealahou, HI 96750	TMK No. (3) 8-1-004:003 (por.), 065 (por.), and 068 (por.) (golf course); value unknown	
The Club at Hokuli'a, Inc. P. O. Box 247 Kealahou, HI 96750	TMK No. (3) 8-1-032:056 (Ocean Club site); value unknown	
State of Hawaii, DLNR	TMK No. (3) 8-1-034:026 (Old Cart Road); assessed value \$11,500.00	

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
78-6831 Alii Drive, Suite K15 and 429 Kailua-Kona, Hawaii 96740	1250 Oceanside Partners	02/09/1999 - 12/19/2011

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Hokull'a, Kona, Hawaii c/o 1250 Oceanside Partners P. O. Box 2059 Kealahakua, HI 96750	Department of Health, State of Hawaii	11/22/2000	Alleging violation of HRS § 342D-50 (Water Pollution Control); HAR Chapters 11-54 (Water Quality Standards); HAR Chapter 11-55 (Water Pollution Control); and General Permit Coverage No. HI R10B008 issued to Oceanside for runoff of storm water containing soil, dirt, silt or sediment into the Pacific Ocean on 9/9/2000 and 11/2/2000.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
See attachment.			

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
Department of Health, State of Hawaii P. O. Box 3378 Honolulu, HI 96801-3378	2000-CW-EO-7	Consent Order entered 09/28/2006 and Oceanside complied with all obligations as of 05/04/2010.

18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
OASIS MANAGEMENT RESOURCES LLC
8130 E. CACTUS RD., STE 500
SCOTTSDALE, AZ 85260

DATES SERVICES RENDERED
January 2008 to present.

None b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS
OASIS MANAGEMENT 8130 E. CACTUS RD., STE 500
RESOURCES LLC SCOTTSDALE, AZ 85260

DATES SERVICES RENDERED
January 2008 to present.

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
OASIS MANAGEMENT RESOURCES LLC 8130 E. CACTUS RD., STE 500
SCOTTSDALE, AZ 85260

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
RED HILL 1250, INC. C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	General and Limited Partner	99%
HOKULI'A HOLDING COMPANY, LLC C/O CRAIG PICKETT 1380 LEAD HILL BLVD, SUITE 106 ROSEVILLE, CA 95661	Limited Partner	1%

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	--

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	--------------------------------	--

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

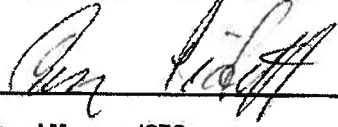
None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
Oasis Management Resources 401(k) Plan (QK 62326-00001) Record Keeper - Diversified Investment Advisors	26-1927378

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 2 April 2013

Signature 
Craig Pickett
President/General Manager/CFO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS
Item 3(b)
Payments Within 90 Days**

Check Number	Issue Date	Amount	Payee Name
7611	2/28/2013	\$ 1,702.50	BELT COLLINS HAWAII LTD
7616	2/28/2013	\$ 737.50	BELT COLLINS HAWAII LTD
7618	2/28/2013	\$ 953.50	BELT COLLINS HAWAII LTD
223189	1/18/2013	\$ 6,162.50	BELT COLLINS HAWAII LTD
98005	12/14/2012	\$ 715.00	BELT COLLINS HAWAII LTD
	SUBTOTAL	\$ 10,271.00	
7619	2/28/2013	\$ 44,733.50	CARLSMITH BALL LLP
223208	2/4/2013	\$ 16,162.21	CARLSMITH BALL LLP
98001	12/13/2012	\$ 29,231.94	CARLSMITH BALL LLP
	SUBTOTAL	\$ 90,127.65	
7588	2/15/2013	\$ 62,746.61	DIRECTOR OF FINANCE
7589	2/15/2013	\$ 4,657.45	DIRECTOR OF FINANCE
223220	2/11/2013	\$ 3,742.88	DIRECTOR OF FINANCE
	SUBTOTAL	\$ 71,146.94	
7612	2/28/2013	\$ 12,053.00	ENVIRONMENTAL ASSESSMENT LLC
223190	1/18/2013	\$ 6,875.00	ENVIRONMENTAL ASSESSMENT LLC
98006	12/14/2012	\$ 12,283.00	ENVIRONMENTAL ASSESSMENT LLC
	SUBTOTAL	\$ 31,211.00	
7590	2/15/2013	\$ 5,700.00	ETL ACCOUNTING SERVICE, LLC
7623	2/28/2013	\$ 2,380.00	ETL ACCOUNTING SERVICE, LLC
	SUBTOTAL	\$ 8,080.00	
7587	2/13/2013	\$ 10,000.00	GELBER, GELBER & INGERSOLL
7626	2/28/2013	\$ 50,000.00	GELBER, GELBER & INGERSOLL
223195	1/29/2013	\$ 60,000.00	GELBER, GELBER & INGERSOLL
	SUBTOTAL	\$ 120,000.00	

ATTACHMENT

Item 3(b)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

Item 3(b)

Payments Within 90 Days

Check Number	Issue Date	Amount	Payee Name
223177	1/10/2013	\$ 1,887.76	HAWAII MEDICAL SERVICE ASSOCIATION
223209	2/4/2013	\$ 1,887.76	HAWAII MEDICAL SERVICE ASSOCIATION
97980	12/6/2012	\$ 1,672.80	HAWAII MEDICAL SERVICE ASSOCIATION
	SUBTOTAL	\$ 5,448.32	
7602	2/28/2013	\$ 2,252.39	HAWAII MODULAR SPACE
223217	2/11/2013	\$ 2,252.39	HAWAII MODULAR SPACE
98069	1/11/2013	\$ 2,252.39	HAWAII MODULAR SPACE
	SUBTOTAL	\$ 6,757.17	
7603	2/28/2013	\$ 4,298.96	HOKULI'A PARK & CULTURAL SITES
223184	1/18/2013	\$ 4,425.75	HOKULI'A PARK & CULTURAL SITES
223193	1/24/2013	\$ 5,563.80	HOKULI'A PARK & CULTURAL SITES
98003	12/13/2012	\$ 4,425.40	HOKULI'A PARK & CULTURAL SITES
	SUBTOTAL	\$ 18,713.91	
7628	2/28/2013	\$ 9,613.50	HYATT & STUBBLEFIELD PC
7638	2/28/2013	\$ 550.00	HYATT & STUBBLEFIELD PC
7644	2/28/2013	\$ 325.00	HYATT & STUBBLEFIELD PC
223185	1/18/2013	\$ 7,067.29	HYATT & STUBBLEFIELD PC
223205	2/4/2013	\$ 14,578.50	HYATT & STUBBLEFIELD PC
98004	12/13/2012	\$ 10,414.19	HYATT & STUBBLEFIELD PC
	SUBTOTAL	\$ 42,548.48	
7629	2/28/2013	\$ 18,438.57	KESSNER UMEBAYASHI BAIN & MATSUNAGA
223200	2/4/2013	\$ 25,000.00	MAROTTA GUND BUDD & DZERA LLC
7649	2/28/2013	\$ 31,356.40	MARSH USA INC
7650	2/28/2013	\$ 16,816.00	MARSH USA INC

ATTACHMENT

Item 3(b)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

Item 3(b)

Payments Within 90 Days

Check Number	Issue Date	Amount	Payee Name
	SUBTOTAL	\$ 48,172.40	
7610	2/28/2013	\$ 42,500.00	OASIS MANAGEMENT RESOURCES, LLC
223186	1/18/2013	\$ 15,000.00	OASIS MANAGEMENT RESOURCES, LLC
223201	2/4/2013	\$ 25,717.33	OASIS MANAGEMENT RESOURCES, LLC
223207	2/4/2013	\$ 27,500.00	OASIS MANAGEMENT RESOURCES, LLC
223213	2/4/2013	\$ 30,000.00	OASIS MANAGEMENT RESOURCES, LLC
223214	2/5/2013	\$ 22,549.48	OASIS MANAGEMENT RESOURCES, LLC
	SUBTOTAL	\$ 163,266.81	
7596	2/26/2013	\$ 5,937.50	REBECCA HARRINGTON
7597	2/27/2013	\$ 6,492.23	REBECCA HARRINGTON
223191	1/18/2013	\$ 5,937.50	REBECCA HARRINGTON
98007	12/14/2012	\$ 5,937.50	REBECCA HARRINGTON
	SUBTOTAL	\$ 24,304.73	
7620	2/28/2013	\$ 29,076.96	THE CLUB AT HOKULIA, INC.
98079	1/18/2013	\$ 45,494.80	THE CLUB AT HOKULIA, INC.
	SUBTOTAL	\$ 74,571.76	
7614	2/28/2013	\$ 31,198.77	WES THOMAS ASSOCIATES
7635	2/28/2013	\$ 8,266.84	WES THOMAS ASSOCIATES
	SUBTOTAL	\$ 39,465.61	
7613	2/28/2013	\$ 11,409.00	WEST HAWAII EXCAVATING INC
7617	2/28/2013	\$ 12,409.00	WEST HAWAII EXCAVATING INC
7634	2/28/2013	\$ 11,409.00	WEST HAWAII EXCAVATING INC
223192	1/18/2013	\$ 11,409.00	WEST HAWAII EXCAVATING INC
98008	12/14/2012	\$ 22,818.00	WEST HAWAII EXCAVATING INC
	SUBTOTAL	\$ 69,454.00	
223188	1/18/2013	\$ 72,500.00	WILLIS OF ARIZONA INC

ATTACHMENT

Item 3(b)

ATTACHMENT

1250 OCEANSIDE
STATEMENT OF FINANCIAL AFFAIRS

Item 3(c)
Payments Within One (1) Year to Insiders

Name and Address of Creditor and Relationship to Debtor	Date of Payment	Amount Paid	Amount Still Owing
Arizona Rights LLC 8130 E. Cactus Road, Suite 500 Scottsdale, AZ 85260 Related entity and possible insider	3/12/2012	\$22,015.29	
	4/2/2012	\$22,426.13	
	4/13/2012	\$1,245.00	
	4/17/2012	\$2,065.00	
	4/17/2012	\$716.46	
	4/17/2012	\$683.18	
	4/29/2012	\$2,965.00	
	5/3/2012	48,877.75	
	5/3/2012	\$37,200.00	
	5/7/2012	\$1,150.00	
	5/8/2012	\$1,450.00	
	5/10/2012	\$4,000.00	
	5/16/2012	\$7,818.60	
	5/21/2012	\$2,996.83	
	5/23/2012	\$2,557.00	
	6/12/2012	\$75.00	
	6/18/2012	\$426.95	
	7/10/2012	\$622.92	
	7/13/2012	\$1,373.00	
	7/16/2012	\$622.92	
	7/17/2012	\$2,430.54	
	7/20/2012	\$7,960.45	
	7/24/2012	\$622.92	
	8/2/2012	\$400.00	
8/22/2012	\$3,375.67		
8/27/2012	\$2,960.45		

ATTACHMENT

Statement of Financial Affairs

Item 3(c)

Payments Within One (1) Year to Insiders

Name and Address of Creditor and Relationship to Debtor	Date of Payment	Amount Paid	Amount Still Owing
	9/7/2012	\$4,258.04	
	9/11/2012	\$2,594.92	
	9/17/2012	\$622.92	
	9/27/2012	\$1,000.00	
	10/3/2012	\$16,038.80	
	10/4/2012	\$800.00	
	10/11/2012	\$500.00	
	10/19/2012	\$1,070.61	
	10/23/2012	\$622.92	
	10/25/2012	\$250.00	
	11/20/2012	\$800.00	
	11/26/2012	\$622.92	
	12/7/2012	\$251.00	
	12/28/2012	\$5,000.00	
	1/8/2013	\$200.00	
	1/17/2013	\$2,484.73	
	1/28/2013	\$1,245.94	
	1/31/2013	\$800.00	
	2/19/2013	\$1,284.94	
	3/4/2013	\$622.93	
Front Nine, LLC 1380 Lead Hill Boulevard, Suite 106 Roseville, California 95661 Related entity and possible insider	1/22/2013	\$256.13	
	2/15/2013	\$13,743.41	
	2/27/2013	\$5,563.36	
Hokulia Park & Cultural Sites c/o Associa Hawaii 75-169 Hualalai Road Kailua-Kona, Hawaii 96740 Related entity and possible insider	3/1/2012	\$6,448.95	
Hokulia Community Association, Inc. c/o Associa Hawaii 75-169 Hualalai Road Kailua-Kona, Hawaii 96740 Related entity and possible insider	3/1/2012	\$20,546.88	

ATTACHMENT

Statement of Financial Affairs

Item 3(c)

Payments Within One (1) Year to Insiders

ccb01520.docx

Page 2 of 3

Name and Address of Creditor and Relationship to Debtor	Date of Payment	Amount Paid	Amount Still Owing
Pacific Star Company, LLC 1380 Lead Hill Boulevard, Suite 106 Roseville, California 95661 Related entity and possible insider	2/15/2013	\$23,794.08	
	3/1/2013	\$14,304.91	
Red Hill 1250, Inc. 1380 Lead Hill Boulevard, Suite 106 Roseville, California 95661 Related entity and possible insider	1/22/2013	\$256.16	
	3/1/2013	\$900.00	

ATTACHMENT

Statement of Financial Affairs

Item 3(c)

Payments Within One (1) Year to Insiders

ccb01520.docx

Page 3 of 3

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 4(a)
Suits and Administrative Proceedings Within One Year**

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY LOCATION	STATUS OR DISPOSITION
<i>Trustees of the Estate of Bernice Pauahl Bishop v. 1250 Oceanside Partner, et al;</i> Civil No. 12-1-252K	Breach of Commercial Lease	Circuit Court of the Third Circuit, State of Hawaii	Notice of Dismissal filed 1/28/2013.
<i>Richard O. White and Toni S. White, Trustees of the White Family Trust Declaration of Living Trust Dated June 25, 1999 v. 1250 Oceanside Partners, et al.;</i> Civil No. 12-1-198K	Intentional & Negligent Misrepresentation, Unfair & Deceptive Trade Practices under Hawaii law, Prohibited Activities Under the Interstate Land Sales Act, 15 U.S.C. § 1701, et seq., Violations of the Uniform Land Sales Practices Act, HRS § 484 et seq. , Fraudulent Concealment and Rescission	Circuit Court of the Third Circuit, State of Hawaii / Dispute Prevention & Mediation Services (Hawaii)	Answer filed. Court ordered that case be referred to mandatory mediation & arbitration pursuant to underlying contracts. Mediation set for May 14 and 15, 2013
<i>Mark Douglas Davis and Susan Perry Davis, Trustees of the 2000 Davis Family Trust UDT Dated May 2, 2000 v. 1250 Oceanside Partners, et al.;</i> Civil No. 12-1-199K	Intentional & Negligent Misrepresentation, Unfair & Deceptive Trade Practices under Hawaii law, Prohibited Activities Under the Interstate Land Sales Act, 15 U.S.C. § 1701, et seq., Violations of the Uniform Land Sales Practices Act, HRS § 484 et seq. , Fraudulent Concealment and Rescission.	Circuit Court of the Third Circuit, State of Hawaii / Dispute Prevention & Mediation Services (Hawaii)	Answer filed. Court ordered that case be referred to mandatory mediation & arbitration pursuant to underlying contracts. Mediation set for May 14 and 15, 2013

ATTACHMENT

Item 4(a)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 4(a)
Suits and Administrative Proceedings Within One Year**

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY LOCATION	STATUS OR DISPOSITION
<i>William E. Allen, Trustee of the William E. Allen Living Trust dated October 6, 1999 and Terri M. Allen, Trustee of the Terri M. Allen Trust dated October 6, 1999 v. T Group Capital, LLC, et al.;</i> Civil No. 12-1-051K	Intentional Misrepresentation/ Fraud in the Inducement; Negligent Misrepresentation /Omission; Unfair and Deceptive Trade Practices, HRS §480-01, Et Seq.; and Fraudulent Concealment	Circuit Court of the Third Circuit, State of Hawaii	Answer filed. Parties stipulated to mediation/arbitration. Mediator not yet selected.
<i>Chung Family Investments, LLC v. T Group Capital, LLC, et al.;</i> Civil No. 12-1-052K	Intentional Misrepresentation/ Fraud in the Inducement; Negligent Misrepresentation /Omission; Unfair and Deceptive Trade Practices, HRS §480-01, Et Seq.; Fraudulent Concealment ; Interstate Land Sales Full Disclosure Act – 15 USC §1701 et seq.; and Uniform Land Sales Practices Act – HRS §484 et seq.	Circuit Court of the Third Circuit, State of Hawaii	Answer filed. Parties stipulated to mediation/arbitration. Mediator not yet selected.
<i>Michael J. Roberts, et al. v. Brian Joseph Baker, as Trustee, et al.;</i> Civil No. 1- 21-268-K	Intentional Misrepresentation/ Fraud in the Inducement; Negligent Misrepresentation/ Omission; Unfair and Deceptive Trade Practices, HRS §480-01, Et Seq.; Fraudulent Concealment ; Interstate Land Sales Full Disclosure Act – 15 USC §1701 et seq.; and Uniform Land Sales Practices Act – HRS §484 et seq.	Circuit Court of the Third Circuit, State of Hawaii	Answer due March 15, 2013.

ATTACHMENT

Item 4(a)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 4(a)
Suits and Administrative Proceedings Within One Year**

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY LOCATION	STATUS OR DISPOSITION
<i>Jan R. Hassfurter, as Trustee of the Jan R. Hassfurter Trust Agreement dated July 31, 1998 v. William O'Grady, et al.</i>; Civil No. 12-1-451K	Intentional Misrepresentation/ Fraud in the Inducement; Negligent Misrepresentation /Omission; Unfair and Deceptive Trade Practices, HRS §480-01, Et Seq.; Fraudulent Concealment ; Interstate Land Sales Full Disclosure Act – 15 USC §1701 et seq.; and Uniform Land Sales Practices Act – HRS §484 et seq.	Circuit Court of the Third Circuit, State of Hawaii	Answer due March 15, 2013.
<i>Ackerman Ranch, Inc. v 1250 Oceanside Partners, et al.</i>; Civil No. 12-1-690K	Foreclosure; Declaratory Judgment	Circuit Court of the Third Circuit, State of Hawaii	Pre-bankruptcy oral extension to answer until March 15, 2013; bankruptcy filed March 6, 2013
<i>American Motorists Insurance Corporation v. The Club at Hokul`a, Inc., et al. (including 1250 Oceanside Partners); Civil No. CV 10-00199 (SOM-KSC)</i>	Breach of Contract, Specific Performance, <i>Quia Timet</i> and Declaratory Relief	U.S. District Court for the District of Hawaii	Settlement Agreement entered into as of 03/02/2012 and Order of Dismissal with Prejudice filed 03/01/2012
<i>The Club at Hokul`a, Inc., et al. v. American Motorists Insurance Company, et al. (including 1250 Oceanside Partners); Civil No. 10-1- 116K</i>	Breach of Contract	Circuit Court of the Third Circuit, State of Hawaii	Settlement Agreement entered into as of 03/02/2012 and Order of Dismissal with Prejudice filed 03/19/2012

ATTACHMENT

Item 4(a)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 4(a)
Suits and Administrative Proceedings Within One Year**

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY LOCATION	STATUS OR DISPOSITION
<i>County of Hawaii v. 1250 Oceanside Partners, et al.;</i> Civil No. 10-1-157K	Breach of Contract, Negligent Misrepresentation, Unjust Enrichment, Preliminary or Permanent Injunction and Declaratory Relief	Circuit Court of the Third Circuit, State of Hawaii	Settlement Agreement entered into as of 03/02/2012 and Order of Dismissal with Prejudice filed 03/19/2012
<i>William Batiste, Trustee, et al. v. Lloyds Banking Group PLC, et al.,</i> Civil No. 12-1- 00595K	Intentional Misrepresentation/ Fraud in the Inducement; Negligent Misrepresentation /Omission; Unfair and Deceptive Trade Practices, HRS §480-01, Et Seq.; Fraudulent Concealment ; Interstate Land Sales Full Disclosure Act – 15 USC §1701 et seq.; and Uniform Land Sales Practices Act – HRS §484 et seq.	Circuit Court of the Third Circuit, State of Hawaii	Complaint served February 22, 2013

ATTACHMENT

Item 4(a)

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	-------------	---

REAL PROPERTY TRANSFERS:

1. The Club at Hokuil'a, Inc. and the Hokuil'a Community Association, Inc.
P.O. Box 247
Kealahakua Hawaii 96750
Related entity and possible insider
- Warranty Deeds dated April 20, 2012
- Fee Title to the following Hokuil'a Phase 1 lots:

Lot Number	TMK No.	2011/2012 Assessed Value
39	3-8-1-026-038	\$ 60,800.00
44	3-8-1-027-004	\$ 62,500.00
45	3-8-1-027-005	\$ 61,300.00
47	3-8-1-027-007	\$ 63,000.00
97	3-8-1-027-025	\$ 62,300.00
116	3-8-1-028-020	\$ 71,000.00
139	3-8-1-028-043	\$ 65,300.00
141A	3-8-1-029-002	\$ 69,400.00
143A	3-8-1-029-004	\$ 66,600.00
164A	3-8-1-030-004	\$ 61,500.00
168	3-8-1-030-008	\$ 61,300.00
175A	3-8-1-029-027	\$ 69,300.00
179	3-8-1-029-031	\$ 63,800.00
187A	3-8-1-029-039	\$ 60,500.00
188A	3-8-1-029-040	\$ 60,900.00
189	3-8-1-029-041	\$ 62,200.00
201	3-8-1-029-053	\$ 63,900.00
210A	3-8-1-029-062	\$ 62,500.00
211A	3-8-1-029-063	\$ 63,800.00
212A	3-8-1-030-010	\$ 315,900.00
213A	3-8-1-030-011	\$ 61,800.00
253	3-8-1-030-047	\$ 62,200.00
		\$ 1,651,600.00

2. The Club at Hokuil'a, Inc. and the Hokuil'a Community Association, Inc.
P.O. Box 247
Kealahakua Hawaii 96750
Related entity and possible insider
- Warranty Deeds dated June 22, 2012
- Fee Title to the following Hokuil'a Phase 1 lots:

Lot Number	TMK No.	2012/2013 Assessed Value
3A	3-8-1-026-003	\$ 39,300.00
4A	3-8-1-026-007	\$ 35,900.00
5	3-8-1-026-005	\$ 34,300.00
8A	3-8-1-026-008	\$ 35,200.00
9A	3-8-1-026-009	\$ 34,700.00
11A	3-8-1-026-011	\$ 34,500.00
12A	3-8-1-026-012	\$ 34,500.00
23	3-8-1-026-023	\$ 37,500.00
48	3-8-1-027-008	\$ 36,000.00

ATTACHMENT

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	--

2.

Continued

Lot Number	TMK No.	2012/2013 Assessed Value
50	3-8-1-027-010	\$ 36,000.00
63A	3-8-1-026-055	\$ 35,900.00
65	3-8-1-027-011	\$ 34,700.00
76A	3-8-1-028-003	\$ 38,700.00
77A	3-8-1-028-004	\$ 37,900.00
79A	3-8-1-028-006	\$ 37,600.00
81	3-8-1-028-008	\$ 34,400.00
104	3-8-1-027-032	\$ 36,800.00
131	3-8-1-028-035	\$ 35,500.00
132	3-8-1-028-036	\$ 35,600.00
134	3-8-1-028-038	\$ 35,700.00
135A	3-8-1-028-039	\$ 36,300.00
165A	3-8-1-030-005	\$ 34,400.00
166A	3-8-1-030-006	\$ 35,100.00
190	3-8-1-029-042	\$ 35,200.00
197	3-8-1-029-049	\$ 35,300.00
216	3-8-1-030-014	\$ 41,400.00
234	3-8-1-030-032	\$ 34,300.00
248A	3-8-1-030-042	\$ 37,000.00
249	3-8-1-030-043	\$ 38,200.00
		\$ 1,047,900.00

- | | | | |
|----|---|---|--|
| 3. | The Club at Hokulua, Inc.
P.O. Box 247
Kealahakua Hawaii 96750
Related entity and possible insider | 6/01/2012 (Warranty Deed delivered to escrow for the Club, but Club has not yet recorded) | Limited Warranty Deed With Covenants for Lot A-1 of Hokulua Phase 2 Amendment 6, TMK (3) 8-1-032-056 ["Ocean Club Site, Hole 4 & Lake"]; Assessed Value \$835,900.00. |
| 4. | The Club at Hokulua, Inc.
P.O. Box 247
Kealahakua Hawaii 96750
Related entity and possible insider | 6/22/2012 | Agreement to transfer "Concept" Lots 22, 23, 32 & 38 of Phase 3 South of Hokulua and The Club at Hokulua Pavilion and pro shop (currently portions of Lot 9 of Hokulua (Amended) File Plan 2290; TMK 3-8-1-004-068), pursuant to that certain Memorandum of Agreement for Purchase and Sale recorded on 6/22/2012 at Doc No A-4560111, State of Hawaii Bureau of Conveyances. |
| 5. | The Club at Hokulua, Inc.
P.O. Box 247
Kealahakua Hawaii 96750
Related entity and possible insider | 6/22/2012 | Agreement to transfer portions of Lot B of the Hokulua, Phase 2 Large Lot Subdivision (Amended), Part 1, as shown on File Plan Number 2306; TMK 3-8-1-004-0003 [the "Golf Course"] & portions of Lot C of the Hokulua, Phase 2 Large Lot Subdivision (Amended), Part 2, as shown of File Plan Number 2306; TMK 3-8-1-1-004-065) ["Holes 5 & 6"], pursuant to that certain Memorandum of Agreement for Purchase and Sale recorded on 6/22/2012 at Doc No A-4560112, State of Hawaii Bureau of Conveyances.

Transfer of the entire golf course property was valued at \$10,000,000 pursuant to that certain Transfer Agreement between 1250 Oceanside Partners and The Club at Hokulua, dated 12/19/1999, as amended. |

ATTACHMENT

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	-------------	---

6. County of Hawaii Office of the Corporation Counsel (JKK) 333 Kilauea Avenue, Suite 201 Hilo, HI 96720 Government Agency	12/14/2012	Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, from 1250 Oceanside Partners to The County of Hawaii, recorded on 12/14/2012 at Doc No A-47310140, State of Hawaii Bureau of Conveyances, as security for a \$20,000,000 promissory note secured by Oceanside's interest in the following Phase 2 lots at Hokuil'a:
--	------------	--

Lot Number	TMK No.
3	(3) 8-1-032-003
21	(3) 8-1-033-008
50	(3) 8-1-032-030
51	(3) 8-1-032-031
52	(3) 8-1-032-032
53	(3) 8-1-032-033
54	(3) 8-1-032-034
55	(3) 8-1-032-035
58A	(3) 8-1-032-038
59A	(3) 8-1-032-039
60A	(3) 8-1-032-040
61A	(3) 8-1-032-041
62A	(3) 8-1-032-042
67	(3) 8-1-032-044
68	(3) 8-1-032-045
69	(3) 8-1-032-046
70	(3) 8-1-032-047
71	(3) 8-1-032-048
72	(3) 8-1-032-049
73	(3) 8-1-032-050
74	(3) 8-1-032-051
75	(3) 8-1-032-052
76	(3) 8-1-032-053
77	(3) 8-1-034-004
78	(3) 8-1-034-005
79	(3) 8-1-034-006
81	(3) 8-1-034-008
82	(3) 8-1-034-009
83	(3) 8-1-034-010
84	(3) 8-1-034-011
85	(3) 8-1-034-012
86	(3) 8-1-034-013
95A	(3) 8-1-034-022
96A	(3) 8-1-034-023
98A	(3) 8-1-032-036
99A	(3) 8-1-032-057
100A	(3) 8-1-032-058

ATTACHMENT

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
7. County of Hawaii Office of the Corporation Counsel (JKK) 333 Kilauea Avenue, Suite 201 Hilo, HI 96720 Government Agency	12/18/2012	Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, from 1250 Oceanside Partners to The County of Hawaii, recorded on 12/18/2012 at Doc No A-47350486, State of Hawaii Bureau of Conveyances, as security for a \$20,000,000 promissory note secured by Oceanside's Interest in Lot 86 of Hokul'i a Phase 2, Amendment 6 (TMK No (3) 8-1-034:013).

PERSONAL PROPERTY TRANSFERS

8. Hokul'i a Community Association, Inc. P.O. Box 247 Kealahou Hawaii 96750 Related entity and possible Insider	3/30/2012	Bill of Sale for Komatsu US Mower EX40 Samurai-Komatsu Finar/Bacon Universal.
9. The Club at Hokul'i a, Inc. P.O. Box 247 Kealahou Hawaii 96750	3/30/2012	Bill of Sale for various office furniture & equipment.
10. The Club at Hokul'i a, Inc. P.O. Box 247 Kealahou Hawaii 96750 Related entity and possible Insider	4/20/2012	Assignment of Mortgage and Promissory Note <i>(Note dated May 24, 2007 in the original principal amount of \$1,000,000, from William G. Wesch (as Borrower) to 1250 Oceanside Partners (as Lender), secured by a Mortgage on Lot 208A, Phase 1, Hokulua, TMK No. 3-8-1-029-060); Settlement Obligation in AMIC lawsuit.</i>
11. The Club at Hokul'i a, Inc. P.O. Box 247 Kealahou Hawaii 96750 Related entity and possible Insider	4/20/2012	Assignment of Mortgage and Promissory Note <i>(Note dated April 5, 2007 in the original principal amount of \$874,000, from Lot 163, LLC (as Borrower) to 1250 Oceanside Partners (as Lender), secured by a Mortgage on Lot 163, Phase 1, Hokulua, TMK No. 3-8-1-030-003); Settlement Obligation in AMIC lawsuit.</i>
12. Hokul'i a Park and Cultural Sites Association, Inc. P.O. Box 247 Kealahou Hawaii 96750 Related entity and possible Insider	5/2/2012	Bill of Sale for Club Car - Utility Carryalls.
13. Hokul'i a Park and Cultural Sites Association, Inc. P.O. Box 247 Kealahou Hawaii 96750 Related entity and possible Insider	5/30/2012	Bill of Sale for various office furniture & equipment.

ATTACHMENT

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
14. The Club at Hokuil'a Inc. P. O. Box 247 Kealahou, HI 96750 Related entity and possible insider	3/30/2012	Release (pursuant to settlement) of amounts due to 1250 Oceanside Partners (\$39,621,485.86)
15. Charisma Hawaii, Inc. 81-6636 Pu'u Ohau Place Kealahou, HI 96750 Mailing Address: P. O. Box 247 Kealahou, HI 96750 Related entity and possible insider	3/30/2012	Release (pursuant to settlement) of amounts due to 1250 Oceanside Partners (\$184,918.59)
16. Keauhou Boating, Ltd. 81-6636 Pu'u Ohau Place Kealahou, HI 96750 Mailing Address: P. O. Box 247 Kealahou, HI 96750 Related entity and possible insider	3/30/2012	Release (pursuant to settlement) of amounts due to 1250 Oceanside Partners (\$114,904.97)
17. 1250 Moorings, Inc. 81-6636 Pu'u Ohau Place Kealahou, HI 96750 Mailing Address: P. O. Box 247 Kealahou, HI 96750 Related entity and possible insider	3/30/2012	Release (pursuant to settlement) of amounts due to 1250 Oceanside Partners (\$481,375.50)

ATTACHMENT

**Item 10(a)
Property Transfers Outside the Ordinary Course
of Business Within Two Years**

ATTACHMENT

**1250 OCEANSIDE PARTNERS
STATEMENT OF FINANCIAL AFFAIRS**

**Item 17(b)
Notice to Governmental Unit Regarding
Release of Hazardous Material**

Permits issued in connection with construction of the Hokuli'a project established protocols for use of Hazardous Materials. Additionally, the Erosion Control Master Plan (most recently updated 7/2/2007) provided more detailed instructions for application protocols and reporting of any incidents to the Department of Health, Clean Water Branch, 919 Ala Moana Blvd., 3rd Floor, Honolulu, HI 96814 Attention: Mr. Denis Lau, Chief.

Reporting responsibility was initially handled by Kitchell Contractors (the former general contractor) and by the Golf Course Superintendent as it related to use and/or incidents involving golf course property. Kitchell is no longer associated with the project and complete records are not available. Similarly, the Golf Course has been turned over to the members and complete records are not currently available.

ATTACHMENT

ccb01489.docx

**Item 17(b)
Notice to Governmental Unit Regarding
Release of Hazardous Material**

Page 1 of 1