

**United States Bankruptcy Court
District of Arizona**

In re 94TH AND SHEA, L.L.C.

Debtor(s)

Case No. 2:10-bk-37387-SSCChapter 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 also must 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	1	Unknown		
B - Personal Property	Yes	3	\$123,587.97		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		\$21,007,500.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		\$1,862,907.71	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
TOTAL		22	\$123,587.97	\$22,870,407.71	

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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
The Shops and Office at 9400 Shea 9325, 9343, 9375, 9397 East Shea Blvd. Scottsdale, AZ 85260		-	Unknown	21,000,000.00

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

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re 94TH AND SHEA, L.L.C.Case No. 2:10-bk-37387-SSC

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	X			
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.		Johnson Bank checking	-	15,499.74
		Stearns Bank N.A. Arizona checking	-	36.24
		Stearns Bank N.A. Arizona checking	-	261.82
		Stearns Bank N.A. Arizona checking	-	37.66
		Wells Fargo Bank, N.A. checking	-	71.20
		Vectra Bank Colorado	-	244.69
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.	X			

Sub-Total > **16,151.35**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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
10. Annuities. Itemize and name each issuer.	X			
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.		See attached Schedule B-16	-	101,186.62
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.	X			
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 > **101,186.62**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
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.		Service vehicle	-	6,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Hand tools	-	250.00
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 >	6,250.00
(Total of this page)	
Total >	123,587.97

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

(Report also on Summary of Schedules)

**Delinquency / Aging Report
 (Summarized)**

Property : 94th and Shea, LLC
 694 Scottsdale, AZ 85260 as of 11/05/2010

Unit Type	Unit Reference Number	Occupant Name	Deposits Held	Balance Due	AGED 1 - 30 DAYS	AGED 31 - 60 DAYS	AGED 61-90 DAYS	AGED OVER 90 DAYS
CURR	A100	WIBD-Scottsdale, Randy Cohen	9,966.66	12,726.18	12,726.18			
CURR	B120	Elements Therapeutic Massage	4,953.13	9,219.16	5,599.31	674.37		2,945.48
CURR	B130	Pretty Papers	3,884.38	6,887.15	3,597.55	3,289.60		
CURR	B135	Renegade	0.00	21,065.62	5,922.89	6,958.80	7,547.68	636.25
CURR	B145	Sway Boutique	0.00	31,890.35	4,138.77	4,188.77	3,762.52	19,800.29
CURR	C100	94 Hundred Corporate Ctr	0.00	40,570.86	35,996.64	4,574.22		
CURR	D100	Who's Next? Barber Shop	7,791.23	41,452.67	4,706.78	4,891.69	4,328.89	27,525.31
CURR	D110	Golden Spoon Arizona, LLC	0.00	3,944.01	3,944.01			
CURR	D115	Continental Cleaners, Inc	3,392.08	9,709.29	3,861.01	4,247.12	1,601.16	
PROPERTY TOTALS			29,987.48	177,465.29	80,493.14	28,824.57	17,240.25	50,907.33

In re 94TH AND SHEA, L.L.C.
Debtor

Case No. 2:10-bk-37387-SSC

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.		7/30/2010						
ED LECLERE 11109 EAST BECKER LANE SCOTTSDALE, AZ 85259	-	Service vehicle						
		Value \$ 6,000.00					6,000.00	0.00
Account No.		Retainer for accounting services						
FORREST & TRAPP, P.C. 444 WEST CAMELBACK ROAD SUITE 307 PHOENIX, AZ 85013	-							
		Value \$ 1,500.00					1,500.00	0.00
Account No. xxxxx5717		5/1/2007						
WELLS FARGO BANK, N.A. COMMERCIAL MORTGAGE SERVICING 1320 WILLOW PASS ROAD, SUITE 300 CONCORD, CA 94520	-	The Shops and Office at 9400 Shea 9325, 9343, 9375, 9397 East Shea Blvd. Scottsdale, AZ 85260				X		
		Value \$ Unknown					21,000,000.00	Unknown
Account No.								
		Value \$						
Subtotal								
(Total of this page)							21,007,500.00	0.00
Total							21,007,500.00	0.00
(Report on Summary of Schedules)								

0 continuation sheets attached

In re 94TH AND SHEA, L.L.C.Case No. 2:10-bk-37387-SSCDebtor**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 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

Debtor

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 D E B T 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 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	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			*Notice Only*					
ARIZONA DEPARTMENT OF REVENUE P O BOX 29079 PHOENIX, AZ 85038-9079	-						0.00	0.00
Account No.			*Notice Only*					
INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS P O BOX 21126 PHILADELPHIA, PA 19114-0326	-						0.00	0.00
Account No.			*Notice Only*					
INTERNAL REVENUE SERVICE OGDEN, UT 84201	-						0.00	0.00
Account No.			*Notice Only*					
INTERNAL REVENUE SERVICE 4041 N. CENTRAL AVE., SUITE 112 M/S 5014 PHX PHOENIX, AZ 85012-3335	-						0.00	0.00
Account No.								
Subtotal								0.00
(Total of this page)							0.00	0.00
Total								0.00
(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 94TH AND SHEA, L.L.C.
Debtor

Case No. 2:10-bk-37387-SSC

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. 94 HUNDRED CORPORATE CENTER 9375 EAST SHEA BOULEVARD SUITE 100 SCOTTSDALE, AZ 85260		-				13,585.95
Account No. A MAXEY ENERGY 2 CORP. P O BOX 21419 MESA, AZ 85277-1419		-				62.00
Account No. ALLIED WASTE SERVICE P O BOX 78829 PHOENIX, AZ 85062		-				3,634.77
Account No. ARROYO VERDE LANDCARE P O BOX 409 PHOENIX, AZ 85086		-				4,708.96
Subtotal (Total of this page)						21,991.68

10 continuation sheets attached

In re **94TH AND SHEA, L.L.C.**

Case No. **2:10-bk-37387-SSC**

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 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. ARTSCAPES, INC. 8402 N. 84TH STREET SCOTTSDALE, AZ 85258		-				290.11
Account No. BERNIE'S BRASS 2326 E. MAGNOLIA PHOENIX, AZ 85034-6819		-				1,055.55
Account No. CAPITAL DRYWALL, INC. 3578 E. SANTA CLARA DR. QUEEN CREEK, AZ 85240		-				5,662.00
Account No. CAVINESS CONSTRUCTION, INC. 12633 NORTH CAVE CREEK ROAD NO. 3 PHOENIX, AZ 85022		-			X	820,382.07
Account No. CINDY HAMMOND CHURCHILL COMMERCIAL CAPITAL 11811 NORTH TATUM BOULEVARD, SUITE 3083 PHOENIX, AZ 85028		-	Brokerage fee		X	63,000.00
					Subtotal (Total of this page)	890,389.73

Sheet no. 1 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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.						
CITY OF SCOTTSDALE WATER RESOURCES 9388 E. SAN SALVADOR DR. SCOTTSDALE, AZ 85258	-				X	196,303.13
Account No.						
CJS ENTERPRISES LLC 22023 N. 20TH AVE. SUITE B PHOENIX, AZ 85027	-				X	17,726.58
Account No.						
CONTINENTAL CLEANERS, INC. ATTN: NICK DOMINICO 9397 E. SHEA BLVD., SUITE 115 SCOTTSDALE, AZ 85260	-					3,392.08
Account No.						
DIVISION NINE CONTRACTING, INC. 4047 E. SUPERIOR AVENUE PHOENIX, AZ 85040-1750	-				X	15,364.22
Account No.						
DR. RANDALL COHEN 9325 E. SHEA BOULEVARD BLDG A SCOTTSDALE, AZ 85260	-					9,966.66
Subtotal (Total of this page)						242,752.67

Sheet no. 2 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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. E STAFF 1803 NORTH PALM DRIVE TEMPE, AZ 85281	-				X	41,653.28
Account No. ELEMENTS THERAPEUTIC MASSAGE ATTN: MICHAEL WRIGHT 9343 E. SHEA BLVD., SUITE 120 SCOTTSDALE, AZ 85260	-	Tenant security deposit				4,953.13
Account No. FLOORCO, INC. 87 S. WILLIAM DILLARD DR. GILBERT, AZ 85233	-					3,380.16
Account No. FOOTHILLS FIRE PROTECTION, INC. 7435 E. KAREN DRIVE SCOTTSDALE, AZ 85260-3039	-					3,538.19
Account No. FREEDOM GLASS 3625 E. ATLANTA AVENUE SUITE 1 PHOENIX, AZ 85040-2917	-				X	9,770.61
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	63,295.37

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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. G.R. TAYLOR ENTERPRISES, INC. 615 E. WIGWAM BOULEVARD LITCHFIELD PARK, AZ 85340	-					1,573.25
Account No. GALBUT & GALBUT, P.C. 2425 E. CAMELBACK ROAD SUITE 1020 PHOENIX, AZ 85016	-					6,352.35
Account No. GALLAGHER & KENNEDY 2575 EAST CAMELBACK ROAD PHOENIX, AZ 85016	-				X	14,078.89
Account No. GORT METALS 3623 S. 7TH STREET PHOENIX, AZ 85040-1130	-					1,206.03
Account No. HUNTER ENGINEERING 10450 N. 74TH STREET SUITE 200 SCOTTSDALE, AZ 85258	-				X	37,602.23
					Subtotal (Total of this page)	60,812.75

Sheet no. 4 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **94TH AND SHEA, L.L.C.**

Case No. **2:10-bk-37387-SSC**

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 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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. KPML, INC. D/B/A METAL SOURCE 3602 W. CLARENDON AVENUE PHOENIX, AZ 85019-3714		-					2,790.00
Account No. LAKE & COBB 1095 W. RIO SALADO PARKWAY SUITE 206 TEMPE, AZ 85281		-				X	30,690.56
Account No. LEE COLLINS AIR CONDITIONING 8927 N. 2ND WAY PHOENIX, AZ 85020-2899		-					3,245.70
Account No. LEVROSE REAL ESTATE 4414 N. CIVIC CENTER PLAZA SUITE 100 SCOTTSDALE, AZ 85251		-					9,524.59
Account No. MCBRIDE CONSTRUCTION CO. 9290 E. THOMPSON PEAK PARKWAY SCOTTSDALE, AZ 85255-4507		-					5,349.95
Subtotal (Total of this page)							51,600.80

Sheet no. 5 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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. MCCORMICK RANCH POA, INC. 9248 N. 94TH ST. SCOTTSDALE, AZ 85258	-				X	61,483.53
Account No. MICHAEL P. LEARY 10278 E. HILLARY DRIVE SCOTTSDALE, AZ 85255-8906	-					11,794.75
Account No. MUZAK P O BOX 71070 CHARLOTTE, NC 28272	-					307.40
Account No. NEW IMAGE CLEANING SERVICE, INC. 16601 NORTH 43RD ST. PHOENIX, AZ 85032	-					4,750.00
Account No. NOBEUS PROPERTY MANAGEMENT 5045 N. 12TH STREET SUITE 101 PHOENIX, AZ 85014-3302	-					6,443.29
Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	84,778.97

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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.						
PARTITIONS & ACCESSORIES 1220 SOUTH PASADENA MESA, AZ 85210-5396	-					80.26
Account No.						
PHARCHITECTURE 15849 N. 71ST STREET SCOTTSDALE, AZ 85254	-			X		259,693.97
Account No.		Tenant security deposit				
PRETTY PAPERS ATTN; SUSAN DODD 9343 E. SHEA BLVD., SUITE 130 SCOTTSDALE, AZ 85260	-					3,884.38
Account No.						
PROTECTION SYSTEMS 2430 S. 20TH ST. SUITE A PHOENIX, AZ 85034	-					941.67
Account No.						
QED SUPPLY 2929 S. 16TH STREET PHOENIX, AZ 85034	-					4,960.00
Subtotal (Total of this page)						269,560.28

Sheet no. 7 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **94TH AND SHEA, L.L.C.**

Case No. **2:10-bk-37387-SSC**

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. RANDALL COHEN, MD 9325 E. SHEA BOULEVARD BLDG. A SCOTTSDALE, AZ 85260	-				X	69,000.00
Account No. RED ROCK CURB, INC. 5316 W. MISSOURI AVENUE GLENDALE, AZ 85301-6006	-					498.98
Account No. S&H STEEL 620 WEST COMMERCE AVENUE GILBERT, AZ 85233-4300	-				X	26,478.00
Account No. S&S PAVING 3401 E. ILLINI ST. PHOENIX, AZ 85040	-				X	14,687.71
Account No. SAFEGUARD 16117 N. 76TH STREET SCOTTSDALE, AZ 85260-1793	-					1,069.87
Sheet no. 8 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	111,734.56

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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 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. SCOTTSDALE HAND AND FOOT SPA ATTN: VINNY TRANG 9397 E. SHEA BLVD., SUITE 105 SCOTTSDALE, AZ 85260		-	Tenant security deposit			4,235.00
Account No. SPEEDY GONZALES CONSTRUCTION, INC. 6802 W. FRIER DR. GLENDALE, AZ 85303-1333		-			X	17,869.71
Account No. STONECRAFTERS OF ARIZONA, INC. 22601 N. 19TH AVENUE, #210 PHOENIX, AZ 85027-1321		-				2,901.26
Account No. STOOPS, DENIOUS, WILSON & MURRAY, PLC 350 EAST VIRGINIA AVENUE PHOENIX, AZ 85004		-			X	8,060.00
Account No. SUMMIT TAX CONSULTING 10278 E. HILLERY DR. SCOTTSDALE, AZ 85255		-				7,931.00
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	40,996.97

In re **94TH AND SHEA, L.L.C.**

Case No. **2:10-bk-37387-SSC**

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. SUNSET ACOUSTICS, INC. 3157 N. 34TH DRIVE PHOENIX, AZ 85017-4807		-				1,137.70
Account No. SUPERIOR SURVEYING SERVICES, INC. 21415 N. 23RD AVENUE PHOENIX, AZ 85027-2525		-				3,665.00
Account No. WYE ELECTRIC 1950 W. ROSE GARDEN LANE PHOENIX, AZ 85027-2748		-			X	12,400.00
Account No.						
Account No.						

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

Subtotal
(Total of this page)

17,202.70

Total
(Report on Summary of Schedules)

1,855,116.48

In re 94TH AND SHEA, L.L.C.Case No. 2:10-bk-37387-SSC

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.
ALLIED WASTE SERVICE P O BOX 78829 PHOENIX, AZ 85062	Contract for refuse removal Expires 2/24/2012 60-day notice to cancel prior to expiration date
ARTSCAPES, INC. 8402 N. 84TH STREET SCOTTSDALE, AZ 85258	Contract for fountain maintenance 30 day notice to cancel
BARBER SHOP/PINHASOV ATTN: SCHOMO PINHASOV 9397 E. SHEA BLVD, SUITE 100 SCOTTSDALE, AZ 85260	Tenant Lease Expires 11/30/2012
CITY OF SCOTTSDALE P O BOX 1300 SCOTTSDALE, AZ 85252	Water
CONTINENTAL CLEANERS, INC. ATTN: NICK DOMINICO 9397 E. SHEA BLVD., SUITE 115 SCOTTSDALE, AZ 85260	Tenant Lease Expires 6/1/2012
CORPORATE CENTER ATTN: RANDI BRANDFASS-LEE 9375 E. SHEA BLVD., SUITE 100 SCOTTSDALE, AZ 85260	Tenant Lease
DAVE ALCORN PACIFIC CAPITAL ADVISORS 7702 E. DOUBLETREE RANCH RD., #300 SCOTTSDALE, AZ 85258	Broker agreement
DR. RANDALL COHEN 9325 E. SHEA BOULEVARD BLDG A SCOTTSDALE, AZ 85260	Tenant Lease Expires 6/30/2015
DRUG (AZ) QRS 14-42, INC. 50 ROCKEFELLER PLAZA 2ND FLOOR NEW YORK, NY 10020	Easement, Extinguishment, Grant of Easement and Parking Construction Agreement
DRUG (AZ) QRS 14-42, INC. 50 ROCKEFELLER PLAZA 2ND FLOOR NEW YORK, NY 10020	Amended and Restated Easement, Extinguishment, Grant of Easement and Parking Construction Agreement

In re **94TH AND SHEA, L.L.C.**

Case No. **2:10-bk-37387-SSC**

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.
ELEMENTS THERAPEUTIC MASSAGE ATTN: MICHAEL WRIGHT 9343 E. SHEA BLVD., SUITE 120 SCOTTSDALE, AZ 85260	Tenant Lease Expires 2/28/2013
GOLDEN SPOON ARIZONA, LLC ATTN: KYLE LESEUR 9397 E. SHEA BLVD., SUITE 110 SCOTTSDALE, AZ 85260	Tenant Lease Expires 11/30/2017
LING & LOUIE'S ATTN: RANDY SCHOCH 9397 E. SHEA BLVD., SUITE 125 SCOTTSDALE, AZ 85260	Tenant Lease Expires 12/31/2017
MARIO ANGULO P O BOX 57486 PHOENIX, AZ 85079	Contract for landscaping services No contract dates
MUZAK P O BOX 71070 CHARLOTTE, NC 28272	Music Expires 8/30/2011 90-day notice to cancel prior to expiration date
ORKIN 1116 S. CENTER MESA, AZ 85210	Contract for pest control Month to month 60-day notice to cancel service
PRETTY PAPERS ATTN: SUSAN DODD 9343 E. SHEA BLVD., SUITE 130 SCOTTSDALE, AZ 85260	Tenant Lease Expires 4/30/2015
PROTECTION SYSTEMS 2430 S. 20TH ST., SUITE A PHOENIX, AZ 85034	Contract for fire safety/monitoring No contract dates
RENEGADE CANTEEN ATTN: LIZ GARDNER 9343 E. SHEA BLVD., SUITE 135 SCOTTSDALE, AZ 85260	Tenant Lease Expires 2/25/2020
SCOTTSDALE HAND AND FOOT SPA ATTN: VINNY TRANG 9397 E. SHEA BLVD., SUITE 105 SCOTTSDALE, AZ 85260	Tenant Lease Expires 6/30/2013
SWAY BOUTIQUE ATTN: JILL LINEBACK 9343 E. SHEA BLVD., SUITE 145 SCOTTSDALE, AZ 85260	Tenant Lease Expires 12/1/2018

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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.
THYSSEN KRUPP ELEVATOR P O BOX 933004 ATLANTA, GA 31193	Contract for elevator maintenance Expires 3/1/2012 90-day notice to cancel prior to expiration date
VIP WINDOW CLEANING 1258 W. SOUTHERN AVE. SUITE A-104 TEMPE, AZ 85282	Contract for window cleaning Expires 6/18/2011 30-day notice to cancel service at any time

Sheet 2 of 2 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re 94TH AND SHEA, L.L.C.

Case No. 2:10-bk-37387-SSC

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

0

continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
District of Arizona**

In re 94TH AND SHEA, L.L.C.
Debtor(s)

Case No. 2:10-bk-37387-SSC
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MANAGER of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date December 13, 2010

Signature /s/ JOHN W. ROSSO
JOHN W. ROSSO
MANAGER

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 Arizona**

In re 94TH AND SHEA, L.L.C.

Debtor(s)

Case No. 2:10-bk-37387-SSC

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 owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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
\$584,111.71	1/1/2010 - petition date - rental income
\$1,270,357.96	2009 - rental income
\$939,670.07	2008 - rental income

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
\$0.00	1/1/2010 - petition date
\$5,003.97	2009 - bank interest

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 (*) 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
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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
Allied Waste Service P O Box 78829 Phoenix, AZ 85062	8/19/2010 - 11/19/2010	\$9,118.35	\$0.00
APS P O Box 2906 Phoenix, AZ 85062-2906	8/19/2010 - 11/19/2010	\$49,367.21	\$0.00
City of Scottsdale - Water P O Box 1300 Scottsdale, AZ 85252-1300	8/19/2010 - 11/19/2010	\$6,434.00	\$0.00
Jesus Najera 3826 N. 23rd Ave. Phoenix, AZ 85015	8/19/2010 - 11/19/2010	\$6,434.00	\$0.00
Nobeus Property Management 5045 N. 12th Street, #101 Phoenix, AZ 85014	8/19/2010 - 11/19/2010	\$12,518.60	\$0.00
New Image Cleaning Service 2375 East Shea Boulevard Suite 100 Scottsdale, AZ 85260	8/19/2010 - 11/19/2010	\$16,700.00	\$0.00

* 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.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Renegade Canteen Attn: Liz Gardner 9343 E. Shea Blvd., Suite 135 Scottsdale, AZ 85260	8/19/2010 - 11/19/2010	\$18,000.00	\$0.00
94 Hundred Corporate Center 9375 East Shea Blvd. Suite 100 Scottsdale, AZ 85260	8/19/2010 - 11/19/2010	\$6,000.00	\$0.00

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
John Rosso 9375 East Shea Blvd. Suite 100 Scottsdale, AZ 85260 Manager	8/19/2010 - 11/19/2010	\$8,115.00	\$0.00
Rosso Family Partnership LLLP 9375 East Shea Blvd. Suite 100 Scottsdale, AZ 85260	8/19/2010 - 11/19/2010	\$7,500.00	\$0.00
Goodhue Family Partnership 9375 East Shea Blvd. Suite 100 Scottsdale, AZ 85260	8/19/2010 - 11/19/2010	\$7,500.00	\$0.00

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
CJS v. 94th & Shea, et al. Case No. CV2008-030391	Civil	Maricopa County, Arizona Superior Court	Pending
S&H Steel v. 94th and Shea, et al. Case No. CV2009-016231	Civil	Maricopa County, Arizona Superior Court	Pending
Desierto Verde v. 94th & Shea, et al. Case No. 2009-026685	Civil	Maricopa County, Arizona Superior Court	Pending
Hernandez, et al. v. 94th & Shea, et al. Case No. CV2008-024259	Civil	Maricopa County, Arizona Superior Court	Pending
RGN Midwest v. 94th & Shea CV2009-36367	Civil - breach of settlement	Maricopa County, Arizona Superior Court	Pending
94th & Shea v. RGN Midwest Case No. CV2009-029283	Civil	Maricopa County, Arizona Superior Court	Settlement

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
S&S Paving v. 94th and Shea, et al. CV2009-054824	Civil	Maricopa County, Arizona Superior Court	Pending
S&H Steel v. 94th and Shea, et al. CV2009-016231	Civil	Maricopa County, Arizona Superior Court	Pending
Winroc v. 94th & Shea, et al. Case No. 2009-053754	Pending	Maricopa County, Arizona Superior Court	Dismissed 9/9/2009
Giant Electric v. 94th & Shea, et al. CV2009-033525	Civil	Maricopa County, Arizona Superior Court	94th & Shea has not been served
Northwest Floor v. 94th & Shea CV2009-035919	Civil	Maricopa County, Arizona Superior Court	Pending
Bluescope Buildings North America, Inc. v. 94th and Shea, et al. Case No. CV2009-025765	Civil	Maricopa County, Arizona Superior Court	Pending
Freedom Glass v. 94th & Shea, et al. Case No. CV2009-092005	Civil	Maricopa County, Arizona Superior Court	Pending
Caviness v. 94th & Shea, et al. Case No. 09-036370	Civil	Maricopa County, Arizona Superior Court	Pending

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
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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
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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
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- 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
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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
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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
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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
Polsinelli Shughart PC 3636 N. Central Ave. Suite 1200 Phoenix, AZ 85012	8/10/2010	\$50,000
Polsinelli Shughart PC 3636 N. Central Ave. Suite 1200 Phoenix, AZ 85012	9/14/2010	\$50,000

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
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- 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
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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
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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
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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
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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	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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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
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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
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- 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
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- 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
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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
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- 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
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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
Mary J. Lineback
9375 E. Shea Blvd., Suite 100
Scottsdale, AZ 85260

DATES SERVICES RENDERED
5/2005 - present

Nobeus Property Managers
5045 North 12th St., Suite 101
Phoenix, AZ 85014

March 1, 2010 - 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
Forrest & Trapp, P.C. **444 West Camelback Road**
Suite 307
Phoenix, AZ 85013

DATES SERVICES RENDERED
2006 - 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
Mary J. Lineback **9375 E. Shea Blvd., Suite 100**
Scottsdale, AZ 85260
Nobeus Property Managers **5045 N. 12th St., Suite 101**
Phoenix, AZ 85014

- 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
Wells Fargo Bank, N.A.
Commercial Mortgage Servicing
1320 Willow Pass Road, Suite 300
Concord, CA 94520

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

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
9400 Shea Investors 2011 East Daley Lane Phoenix, AZ 85024	Member	33.333334%
Goodhue Family Partnership L.L.L.P. 501 South Cherry Street Suite 570 Denver, CO 80246	Member	33.333334%
Rosso Family Partnership, L.L.L.P. 9375 East Shea Blvd. Suite 100 Scottsdale, AZ 85260	Member	33.333334%

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
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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)

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 December 13, 2010Signature /s/ JOHN W. ROSSO
JOHN W. ROSSO
MANAGER

[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

**United States Bankruptcy Court
District of Arizona**

In re 94TH AND SHEA, L.L.C.
Debtor(s)

Case No. 2:10-bk-37387-SSC
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept	\$	<u>100,000.00</u>
Prior to the filing of this statement I have received	\$	<u>100,000.00*</u>
Balance Due	\$	<u>0.00</u>

***Prior to the filing of Debtor's Chapter 11 bankruptcy petition, attorney for the above-named debtor off-set the retainer for amounts owed to debtor's attorney in the amount of \$12,663.50.**

2. \$ 1,039.00 of the filing fee has been paid.
3. The source of the compensation paid to me was:
 Debtor Other (specify):
4. The source of compensation to be paid to me is:
 Debtor Other (specify):
5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
 I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

CERTIFICATION

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

Dated: December 13, 2010

/s/ Mark W. Roth
Mark W. Roth
Polsinelli Shughart, PC
One East Washington
Suite 1200
PHOENIX, AZ 85004-2568

**United States Bankruptcy Court
District of Arizona**

In re 94TH AND SHEA, L.L.C.
Debtor

Case No. 2:10-bk-37387-SSC

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
9400 SHEA INVESTORS 2011 EAST DALEY LANE PHOENIX, AZ 85024	Member	33.333334%	
GOODHUE FAMILY PARTNERSHIP, L.L.L.P. 9375 EAST SHEA BOULEVARD SUITE 100 SCOTTSDALE, AZ 85260	Member	33.333334%	
ROSSO FAMILY PARTNERSHIP, L.L.L.P. 9375 EAST SHEA BLVD. SUITE 100 SCOTTSDALE, AZ 85260	Member	33.333334%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date December 13, 2010

Signature /s/ JOHN W. ROSSO
JOHN W. ROSSO
MANAGER

*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 Arizona**

In re 94TH AND SHEA, L.L.C.

Debtor(s)

Case No. 2:10-bk-37387-SSC
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for 94TH AND SHEA, L.L.C. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**9400 SHEA INVESTORS
2011 EAST DALEY LANE
PHOENIX, AZ 85024**

None [*Check if applicable*]

December 13, 2010

Date

/s/ Mark W. Roth

Mark W. Roth 010708

Signature of Attorney or Litigant

Counsel for 94TH AND SHEA, L.L.C.

Polsinelli Shughart, PC

One East Washington

Suite 1200

PHOENIX, AZ 85004-2568