

1 KATHY BAZOIAN PHELPS (State Bar No. 155564)

kphelps@dgd.com

2 ENID M. COLSON (State Bar No. 189912)

ecolson@dgd.com

3 DANNING, GILL, DIAMOND & KOLLITZ, LLP

1900 Avenue of the Stars, 11th Floor

4 Los Angeles, California 90067-4402

Telephone: (310) 277-0077

5 Facsimile: (310) 277-5735

6 [Proposed] Reorganization Counsel for Debtor-in-
Possession Bakersfield Grove Limited, LLC

8 **UNITED STATES BANKRUPTCY COURT**

9 **CENTRAL DISTRICT OF CALIFORNIA**

10 **SANTA ANA DIVISION**

11 In re

Case No. 8:12-bk-13157-ES

12 BAKERSFIELD GROVE LIMITED, LLC,

Chapter 11

13 Debtor.

**BAKERSFIELD GROVE LIMITED, LLC
DEBTOR AND DEBTOR IN POSSESSION
SCHEDULES OF ASSETS &
LIABILITIES**

[No Hearing Required]

16 Bakersfield Grove Limited, LLC, a California Limited Liability Company, Debtor and
17 Debtor-In-Possession hereby submits its Schedules of Assets & Liabilities (the "Schedules").

18 DATED: March 26, 2012

DANNING, GILL, DIAMOND & KOLLITZ, LLP

21 By: /s/ Enid M. Colson

KATHY BAZOIAN PHELPS

22 ENID M. COLSON

23 [Proposed] Reorganization Counsel for Debtor-in-
Possession Bakersfield Grove Limited, LLC

In re Bakersfield Grove, LLC
Case No. 12-bk-13157-ES
Chapter 11

**United States Bankruptcy Court
Central District of California, Santa Ana Division**

**GENERAL NOTES TO ALL SCHEDULES AND
THE STATEMENT OF FINANCIAL AFFAIRS**

The Schedules and Statement have been prepared based on the Debtor's unaudited books and records that were kept and maintained by Debtor's representatives prior the appointment of the District Court Receiver Steven M. Speier. Accordingly, the Debtor cannot and does not represent or warrant the Schedules and Statements are complete, entirely accurate or without error. While the Debtor has sought to ensure that the Schedules and the Statements are accurate and complete based on the information and documents that were available at the time of their preparation, subsequent receipt of information and documents may necessitate amendments, and result in changes, to the Schedules and the Statements. In addition, notwithstanding efforts to file complete and accurate Schedules and the Statements, inadvertent errors or omissions may exist. Accordingly, the Debtor reserves the right to amend the Schedules and the Statements as may be necessary or appropriate, if and when such information and documents become available and necessitate amendments.

The values of the assets in the Schedules are the values set forth in the Debtor's books and records as of March 12, 2012, which is the date of the filing of the Debtor's petition ("Petition Date"). The Debtor's main asset is the property located at 1501, 1507, 1515, 1529, 1601 and 1619 Panama Lane, Bakersfield, California 93133 (the "Grove Property").

The Debtor is in the process of obtaining an appraisal of the Grove Property and expressly reserves the right to amend the Schedules to reflect the appraised and current value of the Grove Property as necessary and appropriate.

The value listed for Accounts Receivable represents the face amount or book value of such receivable and does not reflect the fair market value and does not take into account collectability or aging of such receivable.

Any failure to designate a claim listed on the Schedules 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 rights to subsequently: (1) designate any claim as "disputed," "contingent" or "unliquidated;" and (2) dispute, object to, assert counterclaims, rights of setoff, rights of recoupment, or defenses to, subordinate, avoid, and/or obtain reclassification of any claim or any interest in property securing such claim. The dollar amounts of claims listed may be exclusive of contingent and unliquidated amounts.

The Schedules and the Statement are subject to further amendments by the Debtor. The descriptions provided are intended only to be a summary.

**United States Bankruptcy Court
Central District of California-SA**In re **BAKERSFIELD GROVE LIMITED, LLC**

Debtor

Case No. **8:12-bk-13157-ES**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	1	14,500,000.00		
B - Personal Property	Yes	3	2,857,665.06		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		19,935,860.70	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		749,871.75	
G - Executory Contracts and Unexpired Leases	Yes	2			
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 Number of Sheets of ALL Schedules		20			
Total Assets			17,357,665.06		
Total Liabilities				20,685,732.45	

United States Bankruptcy Court
Central District of California-SA

In re BAKERSFIELD GROVE LIMITED, LLC

Debtor

Case No. 8:12-bk-13157-ESChapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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
1501,1507,1515,1529,1601, 1619 Panama Lane Bakersfield, CA 93133	Fee Interest	-	14,500,000.00	19,757,773.15

Sub-Total > **14,500,000.00** (Total of this page)

Total > **14,500,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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 petitioner 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		Nominal	-	0.00
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.		JP Morgan Chase Brea Branch 7411131 Brea, CA DIP Acct Nos. 5285 and 5293	-	18,159.24
3. Security deposits with public utilities, telephone companies, landlords, and others.		Tenants Security Deposits. See attached Schedule B-3	-	50,055.82
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			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **68,215.06**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

BAKERSFIELD GROVE LIMITED LLC
SCHEDULE B-3 & B-14

Name & Address	Security Deposit
Mc Donalds USA LLC 1607 Panama Lane Bakersfield, CA 93307	Lease Agreement 10/4/11-10/3/31 NONE
Prime Communications 12550 Reed Road Sugar Land, TX 77478	Lease Agreement 6/1/11-5/31/13 \$ 5,552.40
Premier Insurance Services 5444 Stockdale HWY Bakersfield, CA 93309	Lease Agreement 2/1/10-4/30/15 \$ 2,450.00
Get Faded Barber Shop 1619 Panama Lane C103 Bakersfield, CA 93307	Lease Agreement 12/1/10-2/29/16 \$ 3,038.00
Amigos Pizza & Wing 11808 Sturgeon Creek Drive Bakersfield, CA 93311	Lease Agreement 5/1/10-10/31/15 \$ 6,282.00
Jose Meza 1601 Panama Lane, D101 Bakersfield, CA 93307	Lease Agreement 9/22/11-12/22/16 \$ 3,400.00
MC Tobacco 1601 Panama Lane D102 Bakersfield, CA 93307	Lease Agreement 5/8/09-9/7/14 \$ 2,975.00
Subway Real Estate Corp 1601 Panama Lane D103 Bakersfield, CA 93307	Lease Agreement 11/1/08-1/31/14 \$ 3,400.00

BAKERSFIELD GROVE LIMITED LLC

Name & Address	Security Deposit	
Fouaz Zandani 1601 Panama Lane, D105 Bakersfield, CA 93307	Lease Agreement	11/4/11-4/3/17 \$ 3,366.00
Nails & Skin Club 1601 Panama Lane, D106 Bakersfield, CA 93307	Lease Agreement	10/27/11-2/26/17 \$ 3,194.12
El Ranchito Jose & Mary Bonilla 9310 Cripple Creek Ave Bakersfield, CA 93312	Lease Agreement	12/1/09-2/28/15 \$ 4,063.50
Angelica Salazar Casa Blanca Realty 1523 Panama Lane E100 Bakersfield, CA 93313	Lease Agreement	10/15/10-2/15/16 \$ 3,740.80
Fashionista 1523 Panama Lane E101 Bakersfield, CA 93313	Lease Agreement	12/1/11-3/31/17 \$ 3,740.00
Vallarta Food Enterprises Inc Store 28 Sylmar, CA 91342	Lease Agreement	9/1/09-8/31/29 NONE
Hacienda Dental Group 4022 Niles Street Bakersfield, CA 93306	Lease Agreement	12/1/09-3/31/2020 \$ 4,354.00
Victory Outreach SW Bakersfield Church	Christmas Tree Lot	2011-2015 5yr reserve \$ 500.00

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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.		A/R- Vantage Development Group, LLC (the value listed herein represents the face amount or book value of the receivable and does not reflect the fair market value and does not take into account collectability or aging of such receivable).	-	2,789,450.00
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.	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 > **2,789,450.00**
(Total of this page)

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

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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
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.	X			
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.	X			
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 > **0.00**
 (Total of this page)
 Total > **2,857,665.06**

(Report also on Summary of Schedules)

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

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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 U S B A N D W I F E J O I N T 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, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	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 W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			Deed of Trust					
Downey Savings & Loan 3501 Jamboree Road Attn: Director of Major Loans Newport Beach, CA 92660	-		See below re U.S. Bank N.A. Notice Purposes Only					
			Value \$				0.00	Unknown
Account No. xxx xxx-xxx-x1-00-6			12/12/11 and 2/1/12					
Kern County Treasurer-Tax Collector PO Box 541004 Los Angeles, CA 90054-1004	-		Property Taxes					
			Value \$				178,087.55	178,087.55
Account No.			Notice Purpose Only					
US Bank C/O David J. McCarty, Esq. Sheppard Mullin Richter & Hampton 333 S. Hope Street, 43rd Floor Los Angeles, CA 90071-1422	-							
			Value \$				0.00	0.00
Account No. xx-xxxxxx1110			Successor to Downey Savings Bank					
US Bank N.A. 1515 Westcliff Drive, Floor 2 Newport Beach, CA 93301	X		Deed of Trust 1501,1507,1523,1529,1601,1607,1619 Panama Lane, Bakersfield, CA 93133 APN: 516-010-01-00	X		X		
			Value \$				19,757,773.15	5,257,773.15
Subtotal (Total of this page)							19,935,860.70	5,435,860.70

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R 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 WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No.							
US Bank NA PO Box 790401 St Louis, MO 63179-0401							
		Notice Purpose Only					
		Value \$ 0.00				0.00	0.00
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						0.00	0.00
Total (Report on Summary of Schedules)						19,935,860.70	5,435,860.70

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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.

B6E (Official Form 6E) (4/10) - Cont.

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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 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. EDD Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001	-		Notice Purposes Only				Unknown	Unknown 0.00
Account No. Franchise Tax Bd-Chief Counsel c/o General Counsel Section PO Box 1720, MS A260 Rancho Cordova, CA 95741-1720	-		Notice Purposes Only				Unknown	Unknown 0.00
Account No. Franchise Tax Board P.O. Box 942857 Sacramento, CA 94257	-		Notice Purposes Only				Unknown	Unknown 0.00
Account No. Franchise Tax Board Bankruptcy Section, MS: A-340 P.O. Box 2952 Sacramento, CA 95812-2952	-		Notice Purposes Only				Unknown	Unknown 0.00
Account No. IRS PO Box 7346 Philadelphia, PA 19101-7346	-		Notice Purposes Only				Unknown	Unknown 0.00
Subtotal (Total of this page)							0.00	0.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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 W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Notice Purposes Only				Unknown	
Securities Exchange Commission Los Angeles Regional Office 5670 Wilshire Blvd., 11th Fl. Los Angeles, CA 90036		-						Unknown
							Unknown	0.00
Account No.			Notice Purposes Only				Unknown	
United States Attorney's Ofc. Civil Process Clerk Federal Building, Rm. 7516 300 N. Los Angeles Street Los Angeles, CA 90012		-						Unknown
							Unknown	0.00
Account No.			Notice Purposes Only				Unknown	
United States Dept of Justice Ben Franklin Station P.O. Box 683 Washington, DC 20044		-						Unknown
							Unknown	0.00
Account No.								
Account No.								

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

0.00	0.00
0.00	0.00

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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. A B See, Inc. P.O. Box 5505 Bakersfield, CA 93388		-	Window Cleaning Services			Unknown
Account No. Alma Casas (Barber Shop) 1619 Panama Lane, Suite C103 Bakersfield, CA 93307		-	Trade-Tenant Improvement Allowance			5,000.00
Account No. American Spectrum Realty Management 7700 Irvine Center Drive, Ste 780 Irvine, CA 92618		-	Property Manager for Receiver			Unknown
Account No. Amigo's Pizza 1601 Panama Lane, Suite D100 Bakersfield, CA 93307		-	Trade-Tenant Improvement Allowance			22,374.00
Subtotal (Total of this page)						27,374.00

7 continuation sheets attached

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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	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. Amigo's Pizza & Wings 1601 Panama Lane, Suite D100 Bakersfield, CA 93307		Security Deposit -	X			6,282.00	
Account No. Angelica Salazar Casa Blanca Realty 1523 Panama Lane, E100 Bakersfield, CA 93313		Security Deposit -	X			3,740.80	
Account No. AT&T Attn: Janet Chirrich 555 E. Olive Avenue, Room E100 Fresno, CA 93727		Trade-Telephone Service -				Unknown	
Account No. Barry Gardner & Kincannon APC 2214 Farday Avenue Carlsbad, CA 92008		Legal-Counsel for Steven M. Speier District Court Receiver -				Unknown	
Account No. Burtch Construction P.O. Box 80546 Bakersfield, CA 93380		10/18/2011 Mechanic's Lien #0211137489 -				122,024.00	
Sheet no. 1 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			132,046.80	

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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. California Water Service Co. 1720 N. First Street San Jose, CA 95112	-	Water Service				Unknown
Account No. City of Bakersfield P.O. Box 2057 Bakersfield, CA 93303	-	Trash Services				Unknown
Account No. Claudio Haug, CPA 4910 Campus Drive Newport Beach, CA 92660	-	3/2012 Accountant				2,150.00
Account No. El Ranchito Jose & Mary Bonilla 9310 Cripple Creek Ave Bakersfield, CA 93312	-	Security Deposit	X			4,063.50
Account No. Fashionista 1523 Panama Lane, E101 Bakersfield, CA 93313	-	Security Deposit	X			3,740.00
Sheet no. 2 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 9,953.50

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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. Foley Bezek Behle & Curtis LLP 15 W. Carrillo Street Santa Barbara, CA 93101		-	Legal				5,000.00
Account No. Fouaz Zandani 1601 Panama Lane, D105 Bakersfield, CA 93307		-	Security Deposit	X			3,366.00
Account No. Get Faded Barber Shop 1619 Panama Lane Bakersfield, CA 93307		-	Security Deposit	X			3,038.00
Account No. Hacienda Dental Group Dr. Edward Gruber 4022 Niles Street Bakersfield, CA 93306		-	Security Deposit	X			4,354.00
Account No. Huffman & Downs Maintenance P.O. Box 10833 Bakersfield, CA 93389		-	Porter Service				Unknown
Sheet no. 3 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 15,758.00

B6F (Official Form 6F) (12/07) - Cont.

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Security Deposit				
Jose Meza 1601 Panama Lane, D101 Bakersfield, CA 93307	-		X			3,400.00
Account No.		Consulting				
MasterCraft Homes Group, LLC Attn Ed Luther 1401 Quail Street, Ste 100 Newport Beach, CA 92660	-					Unknown
Account No.		Security Deposit				
MC Tobacco 1601 Panama Lane D102 Bakersfield, CA 93307	-		X			2,975.00
Account No.		10/13/2011 Mechanic's Lien #02111134588				
Monroe Construction, Inc. 1901 Mineral Court, Ste B Bakersfield, CA 93308	-					18,698.94
Account No.		Contractor				
MS Walker & Associates 3551 Pegasus Drive Bakersfield, CA 93308	-					244,101.05
Sheet no. 4 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						269,174.99

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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 U S B A N D W I F E J O I N 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 D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Nails & Skin Club 1601 Panama Lane, D106 Bakersfield, CA 93307		-			X			3,194.12
Account No.								
Olivieri Commercial Group 9810 Brimhall Road Bakersfield, CA 93312		-						34,407.86
Account No.								
P&G Contractors, Inc. P.O. Box 2545 Bakersfield, CA 93279		-		12/8/2011 Mechanic's Lien #02111162032				39,384.00
Account No.								
Pavletich Electric & Communicatons 6308 Seven Seas Ave Bakersfield, CA 93308		-						Unknown
Account No. xxxxxxx6967								
PG&E 1918 H. Street Bakersfield, CA 93301		-						Unknown
Subtotal (Total of this page)								76,985.98

Sheet no. **5** of **7** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **BAKERSFIELD GROVE LIMITED, LLC**Case No. **8:12-bk-13157-ES**

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	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. Premier Insurance Services 5444 Stockdale Road Bakersfield, CA 93309	-	Security Deposit	X			2,450.00	
Account No. Prime Communications 12550 Reed Road Sugarland, TX 77478	-	Security Deposit	X			5,552.40	
Account No. SMK Construction Services, Inc. 1326 H. Street, Suite Four Bakersfield, CA 93301	-	Trade-Tenant Improvement Contractor				194,844.08	
Account No. Son Light Electric P.O. Box 81796 Bakersfield, CA 93380	-	10/19/2011 Mechanic's Lien #02111138061				11,832.00	
Account No. Steven M. Speier, CPA Reciever P.O. Box 7637 Newport Beach, CA 92658	-	Appointed Receiver-District Court Action US Bank v. Bakersfield Grove Limited LLC, et al Case No. SACV11-01711				Unknown	
Sheet no. 6 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 214,678.48	

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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 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	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.			Security Deposit				
Subway Real Estate Corp. 1601 Panama Lane, D103 Bakersfield, CA 93307	-			X			3,400.00
Account No.			Parking Lot Sweep				
Super Sweep 13061 Rosedale Hwy, Ste G113 Bakersfield, CA 93314	-						Unknown
Account No.			Landscape Service				
Total Landscape Maintenance 3109 Antonino Avenue Bakersfield, CA 93308	-						Unknown
Account No.			Security Deposit				
Victory Outreach SW Bakersfield Church 4074 New Horizon Boulevard Bakersfield, CA 93313	-			X			500.00
Account No.							
Sheet no. 7 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							3,900.00
							Total (Report on Summary of Schedules)
							749,871.75

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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.
Amigo's Pizza & Wing 11808 Sturgeon Creek Drive Bakersfield, CA 93311	Lease Agreement 5/1/10-10/31/15 Unit D100 Base Rent \$5,197.50
Angelica Salazar Casa Blanca Realty 1523 Panama Lane, E100 Bakersfield, CA 93313	Lease Agreement 10/15/10-2/15/16 Unit E100 Base Rent \$2,972.80
El Ranchito Jose & Mary Bonilla 9310 Cripple Creek Ave Bakersfield, CA 93312	Lease Agreement 12/1/09-2/28/15 Unit D110 Base Rent \$4,063.50
Fashionista 1523 Panama Lane, E101 Bakersfield, CA 93313	Lease Agreement 12/1/11-3/31/17 Unit E101 Base Rent \$2,940.00
Fouaz Zandani 1601 Panama Lane, D105 Bakersfield, CA 93307	Lease Agreement 11/4/11-4/3/17 Unit D105 Base Rent 42,465.00
Get Faded Barber Shop 1619 Panama Lane, C103 Bakersfield, CA 93307	Lease Agreement 12/1/10-2/29/16 Unit C103 Base Rent \$2,499.80
Hacienda Dental Group Dr. Edward Gruber 4022 Niles Street Bakersfield, CA 93306	Lease Agreement 12/1/09-3/31/20 Unit G102 Base Rent \$4,484.62
Jose Meza 1601 Panama Lane, D101 Bakersfield, CA 93307	Lease Agreement 9/22/11-12/22/16 Unit D101 Base Rent \$3,400.00
MC Tobacco 1601 Panama Lane D102 Bakersfield, CA 93307	Lease Agreement 5/8/09-9/7/14 Unit D102 Base Rent \$2,975.00
McDonald's USA LLC 1607 Panama Lane Bakersfield, CA 93307	Lease Agreement 10/4/11-10/3/31 PAD Lease Base Rent \$6,667.00
Nails & Skin Club 1601 Panama Lane, D106 Bakersfield, CA 93307	Lease Agreement 10/27/11-2/26/17 Unit D106 Base Rent \$2,463.55

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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.
Premier Insurance Services 5444 Stockdale Road Bakersfield, CA 93309	Lease Agreement 2/1/10-4/30/15 Unit C103 Base Rent \$2,523.50
Prime Communications 12550 Reed Road Sugar Land, TX 77478	Lease Agreement 6/1/11-5/31/13 Unit C101 Base Rent \$4,516.83
Subway Real Estate Corp. 1601 Panama Lane, D103 Bakersfield, CA 93307	Lease Agreement 11/1/08-1/31/14 Unit D103 Base Rent \$3,715.27
Vallarta Food Enterprises, Inc. Store 28 Sylmar, CA 91342	Lease Agreement 9/1/09-8/31/29 Unit Bldg F-F1515 Base Rent \$37,840.00
Victory Outreach SW Bakersfield Church 4074 New Horizon Boulevard Bakersfield, CA 93313	Christmas Tree Lot 2011-2015 5 year Reserve

In re **BAKERSFIELD GROVE LIMITED, LLC**

Case No. **8:12-bk-13157-ES**

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
Forum Capital Management LLC 1 Pointe Drive, Ste 330 Brea, CA 92821	US Bank N.A. 1515 Westcliff Drive, Floor 2 Newport Beach, CA 93301
Forum Development LLC 1 Pointe Drive, Ste 330 Brea, CA 92821	US Bank N.A. 1515 Westcliff Drive, Floor 2 Newport Beach, CA 93301
Robert Clark 1 Pointe Drive, Ste 330 Brea, CA 92821	US Bank N.A. 1515 Westcliff Drive, Floor 2 Newport Beach, CA 93301
SMK Construction Services, Inc. 1326 H. Street, Ste 4 Bakersfield, CA 92821 General Contractor	US Bank N.A. 1515 Westcliff Drive, Floor 2 Newport Beach, CA 93301

**United States Bankruptcy Court
Central District of California-SA**

In re BAKERSFIELD GROVE LIMITED, LLC

Debtor(s)

Case No. 8:12-bk-13157-ES
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President Of Managing Member of 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 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 26, 2012

Signature /s/ Robert M. Clark

Robert M. Clark

President Of Managing Member of 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.