

**United States Bankruptcy Court
Eastern District of Texas**

In re BHFS I, LLC
Debtor

Case No. 12-41581

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	28,609,000.00		
B - Personal Property	Yes	4	338,198.01		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		13,727,479.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		14,869.61	
G - Executory Contracts and Unexpired Leases	Yes	1			
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		13			
			Total Assets	28,947,198.01	
			Total Liabilities	13,742,348.61	

In re BHFS I, LLC

Case No. 12-41581

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
John W. Elliott Drive, Frisco Square, BLK D, LOT 1 Frisco Street, Frisco Square, BLK C, LOT 1 Main Street, Frisco Square, BLK A, LOT 2 5650 Frisco Square Boulevard, Frisco Square, BLK E, LOT 3 5500 Main Street, Frisco Square, BLK A, LOT 1R Frisco, TX 75034		-	28,609,000.00	13,346,000.00

NOTE: Book value; Debtor is in the process of obtaining appraisal.

Sub-Total > 28,609,000.00 (Total of this page)

Total > 28,609,000.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re BHFS I, LLC

Case No. 12-41581

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.		Bank of America, N.A.--Cash Operating Account	-	5,656.34
		Bank of America and Regions Bank--Escrow Account for Interest Reserve	-	83,046.57
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			

Sub-Total > 88,702.91
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re BHFS I, LLC

Case No. 12-41581

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON 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
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<p>Commercial Property Policy \$500,000,000.00 Insurer: Federal Insurance Company Insured: Behringer Harvard Opportunity REIT I, Inc.; Behringer Harvard Frisco Square, LP; BHFS I, LLC; BHFS II, LLC; BHFS III, LLC; BHFS IV, LLC; and BHFS Theater, LLC</p> <p>General Liability Policy \$2,000,000.00 per location Insurer: Zurich American Insurance Company Insured: Behringer Harvard Opportunity REIT I, Inc.; Behringer Harvard Frisco Square, LP; BHFS I, LLC; BHFS II, LLC; BHFS III, LLC; BHFS IV, LLC; and BHFS Theater, LLC</p> <p>Automobile Policy \$1,000,000.00 each accident Insurer: Zurich American Insurance Company Insured: Behringer Harvard Opportunity REIT I, Inc.; Behringer Harvard Frisco Square, LP; BHFS I, LLC; BHFS II, LLC; BHFS III, LLC; BHFS IV, LLC; and BHFS Theater, LLC</p> <p>Umbrella Liability Policy \$25,000,000.00 each occurrence Insurer: Zurich American Insurance Company Insured: Behringer Harvard Opportunity REIT I, Inc.; Behringer Harvard Frisco Square, LP; BHFS I, LLC; BHFS II, LLC; BHFS III, LLC; BHFS IV, LLC; and BHFS Theater, LLC</p> <p>Workers Compensation/Employee Liability Policy \$1,000,000.00 each accident Insurer: New Hampshire Insurance Co. Insured: Behringer Harvard Frisco Square, LP; BHFS I, LLC; BHFS II, LLC; BHFS III, LLC; BHFS IV, LLC; and BHFS Theater, LLC</p>	-	Unknown
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			

Sub-Total > 0.00
(Total of this page)

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

In re BHFS I, LLC
Debtor

Case No. 12-41581

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON 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
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.		Intercompany accounts receivable from and to other Debtors	-	Unknown
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			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential causes of action against Bank of America (and Regions Bank) for constructive fraudulent transfer related to cross-collateralization and granting of liens in excess of debt.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

Sub-Total > 0.00
(Total of this page)

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

In re BHFS I, LLC

Case No. 12-41581

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	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.		Debtors' undivided interest in retainer currently being held in Munsch Hardt's trust account and paid by Berhringer Harvard Opportunity OP I, L.P. on March 13, 2012	-	249,495.10

Sub-Total > 249,495.10
(Total of this page)
Total > 338,198.01

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

(Report also on Summary of Schedules)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re:	§	
	§	Chapter 11
BHFS I, LLC, <i>et al.</i> ,	§	
	§	Case No. 12-41581
Debtors.	§	
	§	(Jointly Administered)

OMNIBUS NOTE REGARDING SCHEDULE “D”

The Debtors note the following regarding each of their Schedule “D.”

One or more of the Debtors are obligated for the following: (i) an allocated portion of bond payments on account of bonds issued by the City of Frisco and/or the Frisco Square Management District; (ii) development agreements regarding the development and construction of improvements; and (iii) assessments and other charges payable to the Frisco Square Property Owners Association.

The foregoing are governed by numerous documents and instruments, including ordinances of the City of Frisco. The foregoing may also be chargeable against the Debtors or their properties pursuant to agreement, recorded instruments, and operation of law. Given these issues, prior owners of record, and the necessity of the Bankruptcy Case to date, the issues are complex and require further review and analysis.

The Debtors have not completed their analysis of which of the Debtors some or all of the foregoing are chargeable against and whether the same constitutes a lien or encumbrance against their real properties. The Debtors have also not finalized their analysis of which entity any of the foregoing are payable to (for example, MMD bond payments have previously been paid to the Property Owners Association, although this appears to have been for convenience). Furthermore, given the automatic acceleration of debt under the Bankruptcy Code, it is difficult to estimate the size of any secured claim. For similar reasons, it is unclear at present which of the foregoing obligations are subject to guarantees or other obligations from third parties, including prior owners.

Accordingly, the Debtors have scheduled potential secured creditors consisting of the foregoing on Schedule “D”, together with disputed, contingent, and/or unliquidated claims based on the Debtors’ preliminary analysis and good faith understanding of the issues. The Debtors make no admission concerning the same. Interested parties and secured creditors, including any of the foregoing, are cautioned to file proofs of claims if appropriate, to preserve their rights. The Debtors will endeavor to amend their Schedules “D” (and if appropriate any resulting amendments to Schedule “F”, “G”, and/or “H”) once their analysis is completed.

In re BHFS I, LLC

Case No. 12-41581

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503	X	-	July 28, 2008 Deed of Trust (Mortgage Principal) Frisco Square, BLK D LOT 1, BLK C LOT 1, BLK A LOT 2, BLK E LOT 3, BLK A LOT 1R, Frisco, TX 75034			X	13,346,000.00	0.00
Value \$			28,609,000.00					
City of Frisco Attn: City Manager 6101 Frisco Square Blvd. Frisco, TX 75034	-		MMD Bonds / Development Agreement	X	X	X	Unknown	Unknown
Value \$			Unknown					
Frisco ISD P.O. Box 547 Frisco, TX 75034	-		Ad Valorem Taxes		X		200,000.00	0.00
Value \$			0.00					
Frisco Square Management District Attn: Chairman 6101 Frisco Square Blvd. Frisco, TX 75034	-			X	X	X	Unknown	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							13,546,000.00	0.00

1 continuation sheets attached

In re BHFS I, LLC

Case No. 12-41581

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 D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No. xS398		Semi-Annual MMD Bond Payments					
Frisco Square Property Owners Association 16250 Knoll Trail Drive, Suite 102 Dallas, TX 75248	-			X		66,479.00	0.00
		Value \$ 0.00					
Account No. xS207		Ad Valorem Taxes					
Kenneth L. Maun, Tax Assessor 1800 N. Graves Street, Suite 170 McKinney, TX 75070-8046	-			X		115,000.00	0.00
		Value \$ 0.00					
Account No.		NOTICE ONLY					
Regions Bank Attn: Nathan L. Kelley, Assistant VP 1660 N. Dallas Parkway, Suite 100 Dallas, TX 75248	X -				X	0.00	0.00
		Value \$ 28,609,000.00					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						181,479.00	0.00
Total (Report on Summary of Schedules)						13,727,479.00	0.00

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

In re BHFS I, LLC

Case No. 12-41581

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

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

In re BHFS I, LLC
Debtor

Case No. 12-41581

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 W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
							AMOUNT ENTITLED TO PRIORITY
Account No. Comptroller of Public Accounts Revenue Accounting Division Bankruptcy Section P.O. Box 13528 Austin, TX 78711	-	Taxes				Unknown	Unknown
Account No. Internal Revenue Service Special Procedures Staff - Insolvency P.O. Box 7346 Philadelphia, PA 19101-7346	-	Taxes				Unknown	Unknown
Account No.							
Account No.							
Account No.							

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

Subtotal		0.00
(Total of this page)	0.00	0.00
Total		0.00
(Report on Summary of Schedules)	0.00	0.00

In re BHFS I, LLC

Case No. 12-41581

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	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. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. xS007 Akin Land Service, Inc. 2767 Ranch Road Athens, TX 75751		-	Trade Debt (field mowing services)			X	375.00
Account No. Behringer Harvard Opportunity REIT I Inc Attention: Gerald J. Reihsen, III 15601 Dallas Parkway, Suite 600 Addison, TX 75001		-		X	X		Unknown
Account No. xS200 CoServ P.O. Box 650785 Dallas, TX 75265-0785		-	Utilities-Electricity Services				1,886.18
Account No. xS805 CSC P.O. Box 13397 Philadelphia, PA 19101-3397		-	Trade Debt				95.68
Subtotal (Total of this page)							2,356.86

1 continuation sheets attached

In re BHFS I, LLC

Case No. 12-41581

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				
Account No. FPMC Frisco Realty Partners LP 3030 Olive Street, Suite 220 Dallas, TX 75219								12,512.75
Account No.								
Account No.								
Account No.								
Account No.								

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

Subtotal
(Total of this page)

12,512.75

Total
(Report on Summary of Schedules)

14,869.61

In re BHFS I, LLC

Case No. 12-41581

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.
City of Frisco Financial Services Department 6101 Frisco Square Boulevard, 4th Floor Frisco, TX 75034	Development Agreement
Eagle Protective Group, Inc. P.O. Box 814392 Dallas, TX 75244	Contract for After Hours Guard Service
Facilities Consulting Group, Inc. 1407 Round Table Drive Dallas, TX 75247	Contract for Parking Lot Striping/Sweeping Services
VMC Landscape Services 2433 Merrell Road Dallas, TX 75229	Contract for Landscaping/Irrigation Services

In re BHFS I, LLC

Case No. 12-41581

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
Behringer Harvard Opportunity REIT I Inc Attention: Gerald J. Reihsen, III 15601 Dallas Parkway, Suite 600 Addison, TX 75001	Regions Bank Attn: Nathan L. Kelley, Assistant VP 1660 N. Dallas Parkway, Suite 100 Dallas, TX 75248
Behringer Harvard Opportunity REIT I Inc Attention: Gerald J. Reihsen, III 15601 Dallas Parkway, Suite 600 Addison, TX 75001	Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503
BHFS II, LLC 15601 Dallas Parkway Suite 600 Addison, TX 75001	Bank of America 555 California St. San Francisco, CA 94104-1503
BHFS III, LLC 15601 Dallas Parkway Suite 600 Addison, TX 75001	Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503
BHFS IV, LLC 15601 Dallas Parkway Suite 600 Addison, TX 75001	Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503
BHFS Theater, LLC 15601 Dallas Parkway Suite 600 Addison, TX 75001	Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503
Fairways Frisco, LP Attention: Cathy Sweeney 16250 Knoll Trail Drive, Suite 102 Dallas, TX 75248	Bank of America, N.A. 555 California Street San Francisco, CA 94104-1503
Fairways Frisco, LP Attention: Cathy Sweeney 16250 Knoll Trail Drive, Suite 102 Dallas, TX 75248	Regions Bank Attn: Nathan L. Kelley, Assistant VP 1660 N. Dallas Parkway, Suite 100 Dallas, TX 75248

**United States Bankruptcy Court
Eastern District of Texas**

In re BHFS I, LLC
Debtor(s)

Case No. 12-41581
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Treasurer 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 15 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 2, 2012

Signature /s/ Lisa Ross
Lisa Ross
Treasurer

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.