

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF ALABAMA

IN RE:

Chapter 11 Case

CIMA, L.L.C.,¹

CASE NO.: 11-04981-MAM-11

Debtor.

CUMULATIVE STATEMENT OF AMENDMENTS TO DEBTOR'S SCHEDULES

COMES NOW the Debtor in the above captioned action and amends its Chapter 11 Schedules D, F and G, as follows:

1. *Schedule D is being amended to (i) delete Walter L. Morgan, as Trustee of Investment Trust No. 190 U/A/D 5/21/2007, as a creditor; and (ii) mark Sam Willet as disputed;*
2. *Schedule F is being amended to (i) move Walter L. Morgan, as Trustee of Investment Trust No. 190 U/A/D 5/21/2007 from Schedule D to Schedule F; (ii) mark Walter L. Morgan, as Trustee of Investment Trust No. 190 U/A/D 5/21/2007 as disputed; and (iii) provide dates that debts were incurred;*
3. *Schedule G is being amended to add an Economic Development Agreement between the Debtor and The City of Creola.*

These Amendments were prepared at the request of the Debtor and by order of the Bankruptcy Administrator at the Debtor's 341 meeting conducted on January 10, 2012.

DECLARATION CONCERNING DEBTOR'S AMENDED SCHEDULES

I, J. Marion Uter, the Manager of the Debtor, CIMA, L.L.C., in the above matter, certify under penalty of perjury that I have read the foregoing amendments to Schedules attached hereto,

¹ The last four digits of the Debtor's taxpayer identification number are 3150, and the Debtor's mailing address is 1637 S.E. 12th Court, Fort Lauderdale, FL 33316.

and they are true and correct to the best of my knowledge, information and belief.

Dated this 7th day of February, 2012.



J. Marion Uter, Manager

BERGER SINGERMANN LLP
Attorneys for Debtor
350 E. Las Olas Boulevard
Suite 1000
Fort Lauderdale, FL 33301
Tel. (954) 525-9900
Fax (954) 523-2872

By: /s/ Leslie Gern Cloyd
Leslie Gern Cloyd
Florida Bar No. 303305
lcloyd@bergersingerman.com
Admitted *Pro Hac Vice*

CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that on this 7th day of February, 2012, I have caused a copy of the foregoing *Cumulative Statement of Amendments to Schedules* to be served electronically through the Court's CM/ECF system upon all parties listed below, and via first class, U.S. Mail upon (i) Walter L. Morgan, as Trustee of Investment Trust No. 190 U/A/D 5/21/2007, 633 South Federal Highway, Suite 400A, Fort Lauderdale, FL 33301; (ii) Sam Willett, 315 W. Broadway, Mayfield, KY 42066; (iii) The City of Creola, Attn: Hon. Donald E. Nelson, Mayor, P.O. Box 490, Creola, AL 36525; (iv) City Attorney, C. Mark Erwin, Esq., Satterwhite & Erwin, L.L.C., P.O. Box 1308, Mobile, AL 36638-1308; and (v) Stephen B. Porterfield, Esq., Sirote & Permutt, P.C., P.O. Box 55727, Birmingham, Alabama 35255:

Mark P. Williams, Esq.
Norman, Wood, Kendrick and Turner
505 Twentieth Street North, Suite 1600
Birmingham, Alabama 35203
mpwilliams@nwkt.com

Ronald F. Suber
Attorney At Law
P.O. Box 1297
Fairhope, Alabama 36533
ronald.suber@att.net

David A. Boyett, Esq.
Anders, Boyett & Brady, P.C.
3800 Airport Blvd., Ste. 203
Mobile, Alabama 36608
dboyett@abblawfirm.com

Mark S. Zimlich, Esq.
U.S. Bankruptcy Administrator
P.O. Box 3083
Mobile, Alabama 36652-3083
mark_zimlich@alsba.uscourts.gov
baoffice@alsba.uscourts.gov

J. Robert Turnipseed, Esq.
Armbrecht Jackson LLP
P.O. Box 290
Mobile, AL 36601-0290
jrt@ajlaw.com

/s/ Leslie Gern Cloyd
Leslie Gern Cloyd
Admitted Pro Hac Vice

United States Bankruptcy Court
Southern District of Alabama

In re CIMA, L.L.C.

Debtor

Case No. 11-04981-MAM-11Chapter 11

SUMMARY OF SCHEDULES - AMENDED

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	17,000,000.00		
B - Personal Property	Yes	3	1,876,064.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		7,075,214.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		3,460,016.43	
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			18,876,064.00		
Total Liabilities				10,535,230.43	

In re **CIMA, L.L.C.**Case No. **11-04981-MAM-11**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

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.)	CODEBTOR 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	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		8/26/08					
Bank of the Ozarks 900 53rd Avenue S. Bradenton, FL 34203	X	Mortgage and Security Agreement See legal description of collateral attached as Exhibit D-1 Value \$ 17,000,000.00				5,000,000.00	0.00
Account No.		8/26/08					
Bank of the Ozarks 900 53rd Avenue S. Bradenton, FL 34203	X	Mortgage and Security Agreement See legal description of collateral attached hereto as Exhibit D-2 Value \$ 3,700,000.00				1,700,000.00	0.00
Account No.		9/2/10					
Borden Engineering & Surveying Co., Inc. Attn.: Richard C. Borden, President 8275 Highway 59, Ste. 1 Foley, AL 36535	-	Statement of Lien filed for surveying and engineering work Real property located in Mobile County, Alabama. See legal description attached hereto as Exhibit D-3 Value \$ 845,000.00			X	100,214.00	0.00
Account No.		9/11/09					
Dale, Jr, Robert E. P.O. Box 11850 Pensacola, FL 32524	-	Second Mortgage Real property located in Mobile, Alabama. See legal description attached hereto as Exhibit D-4 Value \$ 600,000.00				25,000.00	0.00
Subtotal (Total of this page)						6,825,214.00	0.00

1 continuation sheets attached

In re CIMA, L.L.C.Case No. 11-04981-MAM-11

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D W I F E J O I N 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 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.			9/2/2010					
Willett, Sam 315 West Broadway Mayfield, KY 42066			Note/Second Mortgage Real property located in Mobile, Alabama. See legal description attached hereto as Exhibit D-5			X		
			Value \$ 600,000.00				250,000.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal							250,000.00	0.00
(Total of this page)								
Total							7,075,214.00	0.00
(Report on Summary of Schedules)								

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

In re **CIMA, L.L.C.**Case No. **11-04981-MAM-11**

Debtor

AMENDED 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	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. Alford, Clausen & McDonald, LLC One St. Louis Centre, Suite 3100 Mobile, AL 36602			10/22/09 Assignment dated 10/22/09 regarding proceeds from sale of real property				677,447.24
Account No. Beard Equipment Company, Inc. 3195 W. Nine Mile Road Pensacola, FL 32534			10/6/09 Assignment dated 10/6/09 regarding proceeds from sale of real property				49,709.70
Account No. Cowin Equipment Company, Inc. 2238 Pinson Valley Parkway Birmingham, AL 35217			1/5/10 Assignment dated 1/5/10 regarding proceeds from sale of real property				28,000.00
Account No. Galloway, Wettermark 3263 Cottage Hill Road Mobile, AL 36606			8/08 - 1/09 Legal fees				21,761.00
Subtotal (Total of this page)							776,917.94

2 continuation sheets attached

In re **CIMA, L.L.C.**Case No. **11-04981-MAM-11**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	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.			11/17/2010				
KJS Holdings 8035 Monticello Drive Atlanta, GA 30350-4535	-		Cancellation fee for option			X	1,350,000.00
Account No.			11/18/10				
Morgan, Michael G. 9525 Cordova Park Road Cordova, TN 38018	-		Assignment dated 11/18/10 regarding proceeds from sale of real property			X	21,350.00
Account No.			9/27/07				
Morgan, Walter L., as Trustee of Investment Trust No. 190 U/A/D 5/21/2007 633 South Federal Highway Suite 400A Fort Lauderdale, FL 33301	-		Real property located at 1637 S.E. 12th Court, Fort Lauderdale, FL 33316			X	1,000,000.00
Account No.			3/17/09 - 7/23/09				
P & G Engineering Consultants 7010 NE 4th Court Miami, FL 33138	-		Vendor				3,804.00
Account No.			1/5/09 - 8/21/11				
Poly Surveying 5588 Jackson Road Mobile, AL 36619	-		Vendor				18,295.00
Subtotal (Total of this page)							2,393,449.00

Sheet no. 1 of 2 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re CIMA, L.L.C.Case No. 11-04981-MAM-11

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				11/5/09				
Shelby Concrete Company, Inc. 2180 Highway 87 Alabaster, AL 35007		-		Assignment dated 11/5/09 regarding proceeds from sale of real property				158,480.25
Account No.				1/09 - 12/09				
Skipper Consulting 3644 Vann Road, Suite 100 Birmingham, AL 35235		-		Vendor				14,000.00
Account No.				11/5/09				
Stuart C. Irby Company 1060-D Triad Court Marietta, GA 30062		-		Assignment dated 11/5/09 regarding proceeds from sale of real property				115,169.24
Account No.				10/20/08 - 1/12/09				
Thompson Engineering 2970 Collage Hill Road, Ste. 190 Mobile, AL 36606		-		Vendor				2,000.00
Account No.								
Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)
								289,649.49
(Report on Summary of Schedules)								Total
								3,460,016.43

In re CIMA, L.L.C.Case No. 11-04981-MAM-11

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

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.
The City of Creola Hon. Donald E. Nelson, Mayor P.O. Box 490 Creola, AL 36525	Economic Development Agreement between CIMA, L.L.C. and The City of Creola dated January 22, 2009.

0

continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

United States Bankruptcy Court
Southern District of Alabama

In re CIMA, L.L.C.

Debtor(s)

Case No. 11-04981-MAM-11
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

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

Date February 7, 2012

Signature


J. Marion Uter
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.