

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court

Eastern District of Texas

In re Custer Road Marketplace, Ltd,
Debtor

Case No. 12-40312-btr-11

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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Y	3	\$ 20,000,000.00		
B - Personal Property	Y	5	\$ 3,183,800.00		
C - Property Claimed as Exempt	N	0			
D - Creditors Holding Secured Claims	Y	1		\$ 17,005,730.35	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Y	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Y	3		\$ 2,251,672.89	
G - Executory Contracts and Unexpired Leases	Y	2			
H - Codebtors	Y	1			
I - Current Income of Individual Debtor(s)	N	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	N	0			\$ 0.00
TOTAL		17	\$ 23,183,800.00	\$ 19,257,403.24	

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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)	\$ 0.00
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ 0.00
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ 0.00
Student Loan Obligations (from Schedule F)	\$ 0.00
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ 0.00
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ 0.00
TOTAL	\$ 0.00

State the following:

Average Income (from Schedule I, Line 16)	\$ 0.00
Average Expenses (from Schedule J, Line 18)	\$ 0.00
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ 0.00

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	\$ 0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	\$ 0.00
4. Total from Schedule F	\$ 2,251,672.89
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	\$ 2,251,672.89

B6A (Official Form 6A) (12/07)

In re Custer Road Marketplace, Ltd.,
Debtor

Case No. 12-40312-btr-11
(If known)

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 co-tenant, 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 the 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
Aprx 53 acres at northwest corner of SH12 and Custer Road described on the attached sheet	100% fee simple		20,000,000.00	16,500,000

Total ► 20,000,000.00
(Report also on Summary of Schedules.)

Schedule A continuation sheets, Page 1 of 2

TRACT 1

Lot 1R, 3R, 4R, 5R and Lot 6R, Block A, of CUSTER BRIDGES, LOTS 1 R-6R, BLOCK A, an Addition to the City of Frisco, Collin County, Texas, according to the Map thereof recorded in Volume 2009, Page 47 of the Map Records of Collin County, Texas.

TRACT 2

2.8805 acres, more or less, out of Lots 1 thru 6, Block A, CUSTER ROAD MARKETPLACE, an Addition to the City of Frisco, Collin County, Texas, according to the Map thereof recorded in Volume O, Page 328 of the Map Records of Collin County, Texas, more particularly described as follows:

BEING a tract of land situated in the James Campbell Survey, Abstract Number 190, City of Frisco, Collin County, Texas, and being a part of the revised Conveyance Plat of Custer Road Marketplace Lots 1-6, Block A, and addition to the City of Frisco, Texas recorded in Cabinet O, Page 328, Map Records, Collin County, Texas, and being more particularly described as follows:

COMMENCING at a TX DOT aluminum monument found at the northeast corner of "Parcel 39", a called 4.309 acre tract of land described in a deed to the State of Texas for the purpose of Controlled Access Highway Facility for State Highway Number 121 recorded in Volume 4906, Page 3930, Land Records, Collin County, Texas, said point being in the west Right-of-Way line of F.M. 2478 (Custer Road, 120' public R.O.W.);

THENCE with the west Right-of-Way line of said F.M. 2478 the following calls:

North 00°46'25" West a distance of 135.54 feet to an x-cut in concrete set at the beginning of a non-tangent curve to the left whose chord bears North 13°18'16" West a distance of 57.33 feet;

In a northwesterly direction with said non-tangent curve to the left having a radius of 1333.24 feet, a central angle of 02°27'50", and an arc distance of 57.33 feet to a 5/8" iron rod with red cap marked KHA set at the POINT OF BEGINNING;

THENCE departing the west Right-of-Way line of said F.M. 2478 the following calls:

South 77°56'54" West a distance of 120.68 feet to a 5/8" iron rod with red cap marked KHA set for corner;

North 87°39'29" West a distance of 190.92 feet to a 5/8" iron rod with red cap marked KHA set for corner;

North 46°01'44" West a distance of 41.96 feet to a 5/8" iron rod with red cap marked KHA set for corner;

Schedule A continuation sheets, Page 2 of 2

North 48°46'32" West a distance of 96.60 feet to a 5/8" iron rod with red cap marked KHA set for corner;

Due North a distance of 48.23 feet to a 5/8" iron rod with red cap marked KHA set for corner;

North 40°40'30" East a distance of 225.79 feet to a 5/8" iron rod with red cap marked KHA set for corner;

North 09°05'18" East a distance of 93.77 feet to a 5/8" iron rod with red cap marked KHA set for corner;

South 87°39'29" East a distance of 223.32 feet to an aluminum monument set for corner in the west Right-of-Way line of said F.M. 2478;

THENCE with the west Right-of-Way line of said F.M. 2478 the following calls:

South 02°20'31" West a distance of 45.05 feet to a 5/8" iron rod with red cap marked KHA set for corner at the beginning of a tangent curve to the left whose chord bears South 04°51'55" East a distance of 334.53 feet;

In a southeasterly direction with said tangent curve having a radius of 1333.24 feet, a central angle of 14°24'S1", and an arc distance of 335.41 feet to the POINT OF BEGINNING and containing 125,475 square feet or 2.8805 acres of land.

Bearing system based on the monuments found referenced to the Revised Conveyance Plat of Custer Road Marketplace Lots 1-6, Block A, an addition to the City of Frisco, Texas recorded in Cabinet O, Page 328, Map Records, Collin County, Texas.

A part of which is now known as Lot 2R, Block A, of CUSTER BRIDGES, LOT 2R, BLOCK A, an Addition to the City of Frisco, Collin County, Texas, according to the Map thereof recorded in Volume 2009, Page 117 of the Map Records of Collin County, Texas.

In re Custer Road Marketplace, Ltd.,
Debtor

Case No. 12-40312-btr-11
(If known)

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, WITH- OUT 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 non-negotiable instruments.	X			
16. Accounts receivable.		See attached list		2,800.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		See attached list		0.00
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.		See attached list		1,000.00

B 6B (Official Form 6B) (12/07) -- Cont.

In re Custer Road Marketplace, Ltd.,
Debtor

Case No. 12-40312-btr-11
(If known)

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, WITH- OUT 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.		See attached list		3,125,000.00
<p style="text-align: right;">_____ 1 continuation sheets attached Total▶</p>				<p style="text-align: right;">\$ 3,183,800.00</p>

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Custer Road Marketplace, Ltd.

Case No. 12-40312-btr-11

Continuation sheet for schedule B.,

Question B.2.

Comerica account 1881506933; Approximate balance \$55,000; account closed and funds transferred to debtor in possession account at

Question B. 16.

Common area maintenance charges from tenants. Tenants pay monthly amount and accounts are reconciled at end of year. Reconciliation for 2011 is not complete, but preliminary reconciliation indicates approximately \$400 will be owed by each tenant.

Question B.18.

The Debtor is the lessor on the following leases. Legacy Texas Bank has executed an assignment of the rents on the leases. The tenants, monthly rent on the leases and primary term of the leases are as follows:

Cellular City, L.T.D. (AT&T location)

Rent: \$2,819.25 for 5 years

Harris Partnership Investments, LLC

Rent: \$4,800 for first year; \$5,400 for next 5 years

Huyen Guyen (Villa Nail Spa)

Rent: \$5,417.67 for 5 years

Kjallstrom, Inc. (Granite Transitions)

Rent: \$2,250 for first 2 years; \$2,475 for years 3-5

McDonald's USA, LLC

Rent: \$7,500 for first 5 years; \$8,250 for years 6-10; \$9,075 for years 11-15;
\$9,982.50 for years 16-20

Michael Wood (Grass Roots Cleaners)

Rent: \$2,456.25 for 5 years after first six months of lease

North Dallas Backdraft, LLC (Firehouse Subs location);

Rent: \$3,885.29 months 13 through 36; \$4,043.88 months 37 through 48;
\$4,202.46 months 49 through 72

Starbucks

Rent: 10 year initial term, with 4 five year extension options; annual rent years 1-5, \$86,000; annual rent years 6 -10, \$94,600

Value of leases is included in value of real property.

Question B. 21.

Possible claims against Legacy Texas Bank for improper communications with HEB. Claim is contingent and amount of damages cannot be determined at this time. Stated value is solely for purpose of completing form.

Question B. 35

Retail Development Agreement between Debtor and City of Frisco under which Debtor receives a \$5,000,000 tax grant. Estimated value of at least \$3,000,000

Impact Fee Agreement between City of Frisco and the Debtor under which Debtor can receive refunds for previously expended fees. Estimated value of \$125,000.

B 6D (Official Form 6D) (12/07)

In re Custer Road Marketplace, Ltd.,
Debtor

Case No. 12-49312-btr-11
(If known)

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 the 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 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 Without Deducting Value of Collateral" 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, if Any" 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 AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	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. Legacy Texas Bank 5000 Legacy Dr., 2nd Flr Plano, TX 75024			Real property listed on Schedule A VALUE \$ 20,000,000.00				16,320,565.78	0.00
ACCOUNT NO. Tax Ease Funding, LP 14901 Quorum Dr., Ste. 900 Dallas, TX 75254			Real Property listed on Schedule A VALUE \$ 20,000,000.00				659,876.57	0.00
ACCOUNT NO. City of Frisco, Collin County, Frisco ISD			2011 taxes for Lot 3 of Real Property listed on Schedule A VALUE \$				25,288.00	0.00
Subtotal ▶ (Total of this page)							\$ 17,005,730.35	\$ 0.00
Total ▶ (Use only on last page)							\$ 17,005,730.35	\$ 0.00

0 continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re: Custer Road Marketplace, Ltd.

Case No. 12-40312-btr-11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A PARTNERSHIP

I, the manager of CRM/GP, LLC, the sole general partner of the debtor, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date February 21, 2012

Signature: /s/ Stanley V. Graff
Stanley V. Graff

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.