

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

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**

(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
5,297.32 Surface acres of land, more or less, enclosed within the perimeter fences in what is known as the Hill Ranch, Webb County, Texas, described more particularly as Exhibit A-1 attached hereto (exclusive of mineral classified revenue)	Rental property	\$12,000,000.00	\$0.00
8,673.86 surface Acres of land, more or less, enclosed within the perimeter fences in what is known as the Corazon Ranch, Webb County, Texas, described more particularly on Exhibit A-2 attached hereto (No current mineral classified Revenue)	Real property	\$13,000,000.00	\$0.00
6,709.81 surface acres of land, more or less, enclosed within the perimeter fences in what is known as the Oilton Ranch, Webb County, Texas, described more particularly on Exhibit A-3 attached hereto	Real property	\$10,400,000.00	\$0.00

Total: \$35,400,000.00

(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	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 home- stead associations, or credit unions, brokerage houses, or cooperatives.		Checking account at International Bank of Commerce DDA Acct. no. 2111406082	\$57,631.38
		Checking account at International Bank of Commerce MMKT Acct. no. 2111406090	\$90,007.95
		Checking account at Prosperity Bank DDA Acct. no. 5850331	\$3,421.45
		Checking account at Prosperity Bank MMKT 9221573	\$34,266.52
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.		Furniture and appliances Oilton Main House	\$5,000.00
		Furniture and appliances Oilton Hunters Lodge	\$500.00
		Furniture and appliance at Oilton hunters 2nd lodge	\$1,500.00
		Furniture and appliance at school/home Oilton	\$500.00
		Furniture and appliance at Hill Ranch House	\$800.00
		Furniture and appliance at Corcobada House on Corazon Ranch	\$5,000.00
		Furniture and appliances at main house at Corazon Ranch	\$4,000.00
		Appliances at Hunters Lodge at Corazon Ranch	\$500.00

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 1*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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		
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		

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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.	X		
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.		Counterclaim vs. Guillermo Benavides Z.	\$6,392,730.00
		Counterclaim vs. Anam LTD	\$7,736,119.00
		Counterclaim vs. Quinta Wind	Unknown
		Counterclaim vs. Guillermo R. Benavides	\$6,538,730.00

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Counterclaim vs. Mario Benavides AMOUNT TO BE DETERMINED	Unknown
		Counterclaim vs. NRCS AMOUNT TO BE DETERMINED	Unknown
		Counterclaim vs. Benavides Family Mineral LTD	\$1,200,000.00
		Claims vs Robert N. Freeman for conversion AMOUNT TO BE DETERMINED	Unknown
		Roberto Saldivar	\$7,500.00
		Claim for rental income owed by GBG Cattle & Hunting Co. LLC.	\$626,683.50
		All claims or counterclaims asserted by debtor in the consolidated state court case no. 2011CVF000194-D1	Unknown
		Offset rights against affiliates for payment of attorneys fees, including Benavides Family Minerals, LTD, and Guillermo Benavides Garza Investment CO.	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 4*

Type of Property	None	Description and Location of Property	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.		Motor Grader-Galion 7500L, 1984 Yellow Serial No. 10c10719	\$12,000.00
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.		Power Washer Woods Drilling Motor Honda Engine Diesel Generator Bronson trailer Tractor Mower Tractor Mower Water Pump	\$35,700.00
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 5

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		Revenue payable by Laredo Energy to GBG Ranch, LTD. as Agent for the State of Texas for mineral classified lands (Estimated value of mineral income stream approximately \$30,000.00 per month estimated for a 5 year payout period generated out of currently producing mineral classified lands on the Hill Ranch)	\$1,800,000.00

_____ **5** _____ continuation sheets attached **Total >** **\$24,552,589.80**

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

B6C (Official Form 6C) (4/13)

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$155,675.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
<p>* Amount subject to adjustment on 4/01/16 and every three years thereafter with respect to cases commenced on or after the date of adjustment.</p>		\$0.00	\$0.00

B6D (Official Form 6D) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 (See Instructions Above.)	CODEBTOR	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
ACCT #: City of Laredo c/o Flores & Saucedo, PLLC 5517 McPherson Rd. Ste. 14 Laredo, TX 78041		DATE INCURRED: NATURE OF LIEN: Ad valorem taxes COLLATERAL: Real Property REMARKS: VALUE: \$0.00				Notice Only	Notice Only
ACCT #: Diane W. Sanders Linebarger Goggan Blair & Sampson, LL P.O. Box 17428 Austin, TX 78760-7777		DATE INCURRED: NATURE OF LIEN: Notice only for Web CISD COLLATERAL: Notice only REMARKS: VALUE: \$0.00				Notice Only	Notice Only
ACCT #: United I S D c/o Guillermo Alarcon 1302 Washington St. Laredo, TX 78040		DATE INCURRED: NATURE OF LIEN: business debt COLLATERAL: Real Property REMARKS: VALUE: \$5,456.80				\$5,456.80	
ACCT #: WEBB CISD C/O Linebarger Goggan Blair & Sampson, LL P.O. Box 17428 Austin, TX 78760-7428		DATE INCURRED: NATURE OF LIEN: Notice only for Ad Valorem taxes on the Oilton Ranch COLLATERAL: Ad Valorem taxes on the Oilton Ranch REMARKS: VALUE: \$0.00				Unknown	Unknown
Subtotal (Total of this Page) >						\$5,456.80	\$0.00
Total (Use only on last page) >							

1 continuation sheets attached

(Report also on Summary of Schedules.)

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

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

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	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
ACCT #: Webb County c/o Castillo, Montemayor & Solis, PC 7718 McPherson Rd. Ste. #F105 Laredo, TX 78045		DATE INCURRED: NATURE OF LIEN: Ad valorem taxes COLLATERAL: Real Properties REMARKS: VALUE: \$2,131.17				\$2,131.17	

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal (Total of this Page) >
Total (Use only on last page) >

\$2,131.17	\$0.00
\$7,587.97	\$0.00

(Report also on Summary of Schedules.)

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

B6E (Official Form 6E) (04/13)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS 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 \$12,475* 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 \$6,150* 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 \$2,775* 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).

 Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

No continuation sheets attached

B6F (Official Form 6F) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Anam Management, L.C. 318 Bordeaux Laredo, Texas 78041		DATE INCURRED: CONSIDERATION: Litigation Claims REMARKS:	X	X	X	Unknown
ACCT #: Anam, LTD 318 Bordeaux Laredo, Texas 78040		DATE INCURRED: CONSIDERATION: Litigation claims REMARKS:	X	X	X	Unknown
ACCT #: Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040		DATE INCURRED: CONSIDERATION: August 2013 to July 2014 REMARKS: Fee Advances for litigation expenses				\$500,000.00
ACCT #: Carl J. Kolb PC 916 Chulie San Antonio, Texas 78210		DATE INCURRED: CONSIDERATION: Attorneys fees REMARKS:				\$38,000.00
ACCT #: Dan Hanke 2161 NW Miliary HWY, Ste 103 San Antonio, Texas 78213		DATE INCURRED: CONSIDERATION: Accounting service REMARKS:				\$5,800.00
ACCT #: Dan King Bordas Wind Energy 3650 Locklane Houston, Texas 77027		DATE INCURRED: CONSIDERATION: Notice Only-For Quita Wind Energy LLC REMARKS:				Notice Only
Subtotal >						\$543,800.00
Total >						

2 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

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

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Golden West Oil PO Box 6127 Austin TX 78762		DATE INCURRED: CONSIDERATION: Fuel and detergent products REMARKS:				\$535.45
ACCT #: Guillermo Benavides Z. 318 Bordeaux Laredo, Texas 78045		DATE INCURRED: CONSIDERATION: Lawsuit REMARKS:	X	X	X	Unknown
ACCT #: Guillermo R. Benavides 1918 Guerrero St. Laredo, TX 78043		DATE INCURRED: CONSIDERATION: Lawsuit REMARKS:	X	X	X	Unknown
ACCT #: Quita Wind Energy Company LLC 1918 Guerrero St. Laredo, Texas 78043		DATE INCURRED: CONSIDERATION: Disputed Lease Claim REMARKS:	X	X	X	\$4,500,000.00
ACCT #: Rafael Morales 1301 Chacon Laredo, Texas 78041		DATE INCURRED: CONSIDERATION: Maintenance Construction work at Corazon Oilton REMARKS:				\$8,500.00
ACCT #: Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045	X	DATE INCURRED: CONSIDERATION: Mediator Monthly Billing REMARKS: For proportionate share of unpaid mediation fees				Unknown

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

Subtotal > \$4,509,035.45

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

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

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Torrecillos Wind Energy, LLC 3000 El Camino Real S. Palo Alto Square, Suite 700 Palo Alto CA 94306-2122		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

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

Subtotal > **\$0.00**

Total > **\$5,052,835.45**

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6G (Official Form 6G) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**
(if known)**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 of 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.
<p>Cliff Davis PO Box 439 Carizzo Spring, Texas 78834</p>	<p>Grazing lease on the Hill Ranch, Eastside of I35 Salado Pasture approximately 1000 acres</p>
<p>Corrected Quita Wind Lease 1918 Guerrero St. Laredo, Texas 78043</p>	<p>99 year lease encumbering all ranches which purports to gives lessee the right to lease ranches for wind production executed in 2007.</p>
<p>GBG Cattle & Hunting Co. LLC 1019 Chihuahua Laredo, Texas 78040</p>	<p>Grazing and hunting lease on Oilton, Hill and Corazon Ranches</p>
<p>Huisache Cattle Co. LTD. HCR 1 Box 5 Aguilares, Texas 78369</p>	<p>Grazing Lease on 700 acres of Hill Ranch in the Cuchilla Pasture, located between I-35 and State HWY 83 and being on the south side of the Camino Columbia Toll Road</p>
<p>January 15, 2014 Rule 11 Agreement entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas</p>	<p>Rule 11 regarding sale of Corazon Ranch owned by GBG Ranch, LTd. Reject Contract to be REJECTED</p>

B6G (Official Form 6G) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Continuation Sheet No. 1

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.
<p>July 29, 2013 Rule 11 Agreement Entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas</p>	<p>Rule 11 regarding payment and processing of checks and invoices by GBG Ranch, LTD., among other Reject as to GBG Ranch, LTD. Contract to be REJECTED</p>
<p>Kandy Walker 5210 San Bernardo Ste. 101 Laredo, Texas 78041</p>	<p>Hunting lease on the 750 acres on Hill Ranch in Chuchilla Pasture</p>
<p>Marcel Frey 3200 Southwest Freeway Ste. 1900 Houston, Texas 77027</p>	<p>Hunting lease 5000 acres on the Oilton Ranch, Eastside Carolina Rd., expires 9-15-2014</p>
<p>March 28, 2014 Rule 11 Rule 11 agreement entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas</p>	<p>Rule 11 regarding various matters. Reject as to GBG Ranch, LTD. Contract to be REJECTED</p>
<p>Purchase and Sale Agreement dated February 26, 2014, as modified between GBG Ranch, LTD and Robert P. Gutierrez or Assigns</p>	<p>Sale and longterm lease of Corazon Ranch. Contract to rejected. Contract to be REJECTED</p>

B6G (Official Form 6G) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 2

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>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.</p>
<p>Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, TX 78041</p>	<p>Grazing lease on all of the Corazon expires 11/21/2015</p>
<p>Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, Texas 78041</p>	<p>Grazing lease on 3,461 acres on the Hill Ranch, expires 12/31/2018</p>
<p>Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, Texas 78041</p>	<p>Grazing lease on 6620 acres on the Oilton Ranch, expires 01/31/2017</p>
<p>Wind Sublease Agreement by and among Quita Wind Energy Company, LLC GBG Ranch, LTD. and Torrecillas Wind Energy, LLC dated March 31, 2014</p>	<p>Wind lease on Oilton Ranch</p>

B6H (Official Form 6H) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

(if known)

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 the 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
<p>Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040</p>	<p>Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045</p>
<p>GBG Cattle & Hunting Co. LLC 1019 Chihuahua Laredo, TX 78040</p>	<p>Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045</p>
<p>Guillermo Benavides Garza Investment Company 1019 Chihuahua Laredo, Texas 78040</p>	<p>Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045</p>
<p>Residary Trust under the Will of Guillermo Benavides Garza 1019 Chihuahua Laredo, Texas 78040</p>	<p>Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045</p>

B 6 Summary (Official Form 6 - Summary) (12/13)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**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	Yes	1	\$35,400,000.00			
B - Personal Property	Yes	6	\$24,552,589.80			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	2			\$7,587.97	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3			\$5,052,835.45	
G - Executory Contracts and Unexpired Leases	Yes	3				
H - Codebtors	Yes	1				
I - Current Income of Individual Debtor(s)	No					N/A
J - Current Expenditures of Individual Debtor(s)	No					N/A
	TOTAL	17	\$59,952,589.80	\$5,060,423.42		

B6 Declaration (Official Form 6 - Declaration) (12/07)
In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the **Manuel A. Benavides, President Gen Ptner** of the **Partnership**
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page plus 1.)

Date **7/19/2014**

Signature **/s/ Guillermo Benavides Garza Investment Co.**
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Quita Wind Energy Company LLC 1918 Guerrero St. Laredo, Texas 78043		Disputed Lease Claim	<i>Contingent</i> <i>Unliquidated</i> <i>Disputed</i>	\$4,500,000.00
Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040		August 2013 to July 2014		\$500,000.00
Carl J. Kolb PC 916 Chulie San Antonio, Texas 78210		Attorneys fees		\$38,000.00
Rafael Morales 1301 Chacon Laredo, Texas 78041		Maintenance Construction work at Corazon Oilton an		\$8,500.00
Dan Hanke 2161 NW Military HWY, Ste 103 San Antonio, Texas 78213		Accounting service		\$5,800.00
Golden West Oil PO Box 6127 Austin TX 78762		Fuel and detergent products		\$535.45

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. **14-50155**

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045		Mediator Monthly Billing		\$0.00
Guillermo R. Benavides 1918 Guerrero St. Laredo, TX 78043		Lawsuit	<i>Contingent Unliquidated Disputed</i>	\$0.00
Guillermo Benavides Z. 318 Bordeaux Laredo, Texas 78045		Lawsuit	<i>Contingent Unliquidated Disputed</i>	\$0.00
Anam, LTD 318 Bordeaux Laredo, Texas 78040		Litigation claims	<i>Contingent Unliquidated Disputed</i>	\$0.00
Anam Management, L.C. 318 Bordeaux Laredo, Texas 78041		Litigation Claims	<i>Contingent Unliquidated Disputed</i>	\$0.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manuel A. Benavides, President Gen Ptner of the Partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 7/19/2014

Signature: /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**

CASE NO **14-50155**

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 7/19/2014

Signature /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

Date _____

Signature _____

Anam Management, L.C.
318 Bordeaux
Laredo, Texas 78041

Anam, LTD
318 Bordeaux
Laredo, Texas 78040

Benavides Family Minerals, LTD
1019 Chihuahua
Laredo, Texas 78040

Carl J. Kolb PC
916 Chulie
San Antonio, Texas 78210

City of Laredo
c/o Flores & Saucedo, PLLC
5517 McPherson Rd. Ste. 14
Laredo, TX 78041

Cliff Davis
PO Box 439
Carizzo Spring, Texas 78834

Corrected Quita Wind Lease
1918 Guerrero St.
Laredo, Texas 78043

Dan Hanke
2161 NW Military HWY, Ste 103
San Antonio, Texas 78213

Dan King
Bordas Wind Energy
3650 Locklane
Houston, Texas 77027

Diane W. Sanders
Linebarger Goggan Blair & Sampson, LLP
P.O. Box 17428
Austin, TX 78760-7777

GBG Cattle & Hunting Co. LLC
1019 Chihuahua
Laredo, Texas 78040

GBG Cattle & Hunting Co. LLC
1019 Chihuahua
Laredo, TX 78040

Golden West Oil
PO Box 6127
Austin TX 78762

Guillermo Benavides Garza
Investment Company
1019 Chihuahua
Laredo, Texas 78040

Guillermo Benavides Z.
318 Bordeaux
Laredo, Texas 78045

Guillermo R. Benavides
1918 Guerrero St.
Laredo, TX 78043

Huisache Cattle Co. LTD.
HCR 1 Box 5
Aguilares, Texas 78369

January 15, 2014 Rule 11
Agreement entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

July 29, 2013 Rule 11
Agreement Entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

Kandy Walker
5210 San Bernardo Ste. 101
Laredo, Texas 78041

Marcel Frey
3200 Southwest Freeway Ste. 1900
Houston, Texas 77027

March 28, 2014 Rule 11
Rule 11 agreement entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

Purchase and Sale Agreement
dated February 26, 2014, as modified
between GBG Ranch, LTD and
Robert P. Gutierrez or Assigns

Quita Wind Energy Company LLC
1918 Guerrero St.
Laredo, Texas 78043

Rafael Morales
1301 Chacon
Laredo, Texas 78041

Raul Vasquez
7718 McPherson Ste. f-105
Laredo, Texas 78045

Residary Trust under the Will of
Guillermo Benavides Garza
1019 Chihuahua
Laredo, Texas 78040

Robert C. Cadena d/b/a 3C Cattle Co.
800 E. Mann Rd. Ste. 103
Laredo, TX 78041

Robert C. Cadena d/b/a 3C Cattle Co.
800 E. Mann Rd. Ste. 103
Laredo, Texas 78041

Torrecillos Wind Energy, LLC
3000 El Camino Real
S. Palo Alto Square, Suite 700
Palo Alto CA 94306-2122

United I S D
c/o Guillermo Alarcon
1302 Washington St.
Laredo, TX 78040

WEBB CISD C/O
Linebarger Goggan Blair & Sampson, LLP
P.O. Box 17428
Austin, TX 78760-7428

Webb County
c/o Castillo, Montemayor & Solis, PC
7718 McPherson Rd. Ste. #F105
Laredo, TX 78045

Wind Sublease Agreement
by and among Quita Wind Energy
Company, LLC GBG Ranch, LTD. and
Torrecillas Wind Energy, LLC
dated March 31, 2014

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

IN RE:
GBG Ranch, LTD, a Texas Limited Partnership

CHAPTER 11

DEBTOR(S)

CASE NO 14-50155

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
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DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Manuel A. Benavides, President Gen Ptner of the Partnership
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 7/19/2014

Signature: /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner