

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC  
Debtor(s)

Case No. 2:10-bk-26198-GBN  
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)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Development Engineering Incorporated 5828 E. Kings Avenue Scottsdale, AZ 85254</b>	<b>Development Engineering Incorporated 5828 E. Kings Avenue Scottsdale, AZ 85254</b>	<b>contract</b>		<b>18,193.00</b>
<b>Bonnett Fairbourn et. al. 2901 N. Central Avenue, Suite 1000 Phoenix, AZ 85012</b>	<b>Bonnett Fairbourn et. al. 2901 N. Central Avenue, Suite 1000 Phoenix, AZ 85012</b>	<b>services</b>		<b>6,062.00</b>
<b>Richard H. Lane, Esq. 2929 N. 44th Street, Suite 220 Phoenix, AZ 85018</b>	<b>Richard H. Lane, Esq. 2929 N. 44th Street, Suite 220 Phoenix, AZ 85018</b>	<b>services</b>		<b>1,250.00</b>
<b>Withey-Morris PLC Mike Withey, Esq. 2525 E. Arizona Biltmore Circle, #A-212 Phoenix, AZ 85016</b>	<b>Withey-Morris PLC Mike Withey, Esq. 2525 E. Arizona Biltmore Circle, #A-212 Phoenix, AZ 85016</b>	<b>services</b>		<b>525.00</b>

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

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

Shana B. Helmholdt, a Family Trustee of The Donald R. Helmholdt 2004 Irrevocable Trust Dated 3/5/04, Manager of HF Three, LLC, a Nevada corporation, Member of the limited liability company 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 September 13, 2010

Signature /s/ Shana B. Helmholdt

**Shana B. Helmholdt**  
**Family Trustee of the Donald R. Helmholdt**  
**2004 Irrevocable Trust Dated March 5, 2004,**  
**Manager of HF Three, LLC, a Nevada limited**  
**liability company, Member of the Debtor**

*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.

**United States Bankruptcy Court  
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**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	9	26,830,900.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		21,723,957.68	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		26,030.00	
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		18			
Total Assets			26,830,900.00		
Total Liabilities				21,749,987.68	

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

**State the following:**

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

**State the following:**

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

In re HF Three I, LLC

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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
<b>73.3% interest in the real property described on Exhibit A attached hereto located at the northwest corner of 99th Avenue &amp; Glendale Avenue (property owned pursuant to Tenant In Common Agreement -- value provided is for whole parcel)</b>	<b>Fee simple</b>	<b>-</b>	<b>26,830,900.00</b>	<b>21,723,957.68</b>

Sub-Total > **26,830,900.00** (Total of this page)  
 Total > **26,830,900.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

Parcel No. 1

Farm Unit "C" of the Northeast quarter of Section 5, Township 2 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

EXCEPT that portion described as follows:

BEGINNING at a point on the East line of said Section 5, which point bears South 0 degrees 03 minutes 15 seconds West 1292.05 feet from the Northeast corner of said Section 5;

Thence continuing South 0 degrees 03 minutes 15 seconds West along said East line of Section 5, a distance of 150.05 feet;

Thence South 88 degrees 32 minutes 35 seconds West 1093.67 feet;

Thence South 28 degrees 05 minutes 15 seconds West 75.01 feet;

Thence South 88 degrees 32 minutes 35 seconds West 100.00 feet;

Thence North 28 degrees 05 minutes 15 seconds East 397.43 feet;

Thence North 88 degrees 32 minutes 35 seconds East 100.00 feet;

Thence South 28 degrees 05 minutes 15 seconds West 150.00 feet;

Thence North 88 degrees 32 minutes 35 seconds East 1012.61 feet to the point of beginning.

BEGINNING at the Northeast corner of said Section 5;

Thence South 0 degrees 03 minutes 15 seconds West along the East line of said Section 5, a distance of 1442.69 feet;

Thence South 88 degrees 34 minutes 24 seconds West 55.00 feet to the TRUE POINT OF BEGINNING on the existing Westerly right of way line of 99th Avenue;

Thence continuing South 88 degrees 34 minutes 24 seconds West 15.00 feet;

Thence South 16 degrees 46 minutes 06 seconds East 51.81 feet to said Westerly right of way line;

Thence North 0 degrees 03 minutes 15 seconds East along said right of way line, a distance of 50.00 feet to the TRUE POINT OF BEGINNING;

And EXCEPT that portion of the Southeast quarter of the Southwest quarter of the Northeast quarter of said Section 5, described as follows:

BEGINNING at the northwest corner of said Southeast quarter of the Southwest quarter of the Northeast quarter;

## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

Thence along the North line of said Southeast quarter of the Southwest quarter of the Northeast quarter North 88 degrees 11 minutes 10 seconds East 502.25 feet;

Thence South 38 degrees 31 minutes 00 seconds West 808.99 feet to the West line of said Southeast quarter of the Southwest quarter of the Northeast quarter;

Thence along said line North 00 degrees 09 minutes 59 seconds East 617.10 feet to the POINT OF BEGINNING; and

EXCEPT that portion of the Southeast quarter of the Northeast quarter of said Section 5, described as follows:

BEGINNING at the Northeast corner of said Section;

Thence along the East line of said Section South 00 degrees 13 minutes 19 seconds West 1442.10 feet;

Thence South 88 degrees 32 minutes 39 seconds West 1066.23 feet to the TRUE POINT OF BEGINNING;

Thence continuing South 88 degrees 32 minutes 39 seconds West 27.44 feet;

Thence South 28 degrees 05 minutes 19 seconds West 75.01 feet;

Thence South 88 degrees 32 minutes 39 seconds West 100.00 feet;

Thence North 28 degrees 05 minutes 19 seconds East 256.70 feet to the North line of said Southeast quarter of the Northeast quarter;

Thence along said line South 88 degrees 18 minutes 01 seconds West 206.50 feet to the Northwest corner of said Southeast quarter of the Northeast quarter;

Thence along the West line of said Southeast quarter of the Northeast quarter South 00 degrees 07 minutes 46 seconds West 464.17 feet;

Thence North 38 degrees 31 minutes 00 seconds East 400.35 feet to the TRUE POINT OF BEGINNING.

Parcel No. 2

That part of the North half of the North half of the Southeast quarter of Section 5, Township 2 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

BEGINNING at the East quarter corner of Section 5;

Thence Westerly along the East and West middle section line of Section 5, a distance

## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

of 1700 feet, more or less to a point, such point being the intersection of the Salt River Project Boundary and the East and West middle section line (as shown in the survey notes on file in the United States Reclamation Office, Phoenix, Arizona);

Thence Southwesterly along the Salt River Project Boundary, a distance of 140 feet, more or less;

Thence Easterly a distance of 1780 feet, more or less, to a point at the East boundary line of Section 5, the last mentioned point being southerly, measured along the East boundary line of Section 5, a distance of 50 feet, more or less from the East quarter corner of Section 5; Thence Northerly along the East boundary line of Section 5, a distance of 50 feet, more or less, to the POINT OF BEGINNING.

Parcel No. 3

That part of the North 1/2 of the Southeast 1/4 of Section 5, Township 2 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, being more particularly described as follows:

Beginning at the East 1/4 corner of said Section 5;

Thence North 89 degrees 28 minutes 57 seconds West along the East-West mid Section line of said Section 5, a distance of 55.03 feet to a point;

Thence South 2 degrees 27 minutes 38 seconds West a distance of 52.00 feet to the TRUE POINT OF BEGINNING;

Thence South 2 degrees 27 minutes 38 seconds West parallel to and 55.00 feet West of the East line of said Section 5, a distance of 1252.90 feet to a point;

Thence North 89 degrees 44 minutes 26 seconds West a distance of 2581.82 feet to a point, said point being the Southwest corner of the North 1/2 of the Southeast 1/4 of said Section 5;

Thence North 2 degrees 36 minutes 10 seconds East along the North-South mid section line of said Section 5, a distance of 1316.63 feet to a point, said point being the Center of said Section 5;

Thence South 89 degrees 28 minutes 57 seconds East along the East-West mid section line of said Section 5, a distance of 933.16 feet to the Salt River Project Boundary;

Thence South 35 degrees 37 minutes 43 seconds West along the said Salt River Project Boundary, a distance of 140.00 feet to a point;

Thence North 88 degrees 26 minutes 24 seconds East a distance of 1724.86 feet to the True Point of Beginning.

EXCEPT as follows:



## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

Beginning at the East 1/4 corner of said Section 5;

Thence North 89 degrees 28 minutes 57 seconds West along the East-West mid Section line of said Section 5, a distance of 2242.63 feet to the TRUE POINT OF BEGINNING;

Thence continuing North 89 degrees 28 minutes 57 seconds West a distance of 390.53 feet to a point, said point being the Center of said Section 5;

Thence South 2 degrees 36 minutes 10 seconds West along the North-South mid Section line of said Section 5, a distance of 1316.63 feet to a point, said point being the Southwest corner of the North 1/2 of the Southeast 1/4 of said Section 5;

Thence South 89 degrees 44 minutes 26 seconds East a distance of 793.16 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 565.10 feet to a point;

Thence North 89 degrees 15 minutes 05 seconds West a distance of 252.00 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 500.10 feet to a point;

Thence North 89 degrees 15 minutes 05 seconds West a distance of 110.00 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 245.42 feet to the TRUE POINT OF BEGINNING;

EXCEPT as follows:

Beginning at the East 1/4 corner of said Section 5;

Thence along the East-West mid Section line of said Section 5 South 88 degrees 04 minutes 37 seconds West (North 89 degrees 28 minutes 57 seconds West record) 2007.30 feet to the TRUE POINT OF BEGINNING;

Thence South 38 degrees 31 minutes 00 seconds West 321.25 feet to the existing property line;

Thence along said line South 88 degrees 19 minutes 43 seconds West (North 89 degrees 15 minutes 05 seconds West Record) 30.79 feet;

Thence North 01 degrees 01 minutes 24 seconds West 244.39 feet (North 00 degrees 44 minutes 55 seconds East 245.42 feet Record) to a point on the North line of said North half of the Southeast quarter that bears South 88 degrees 04 minutes 37 seconds West 2242.63 feet from said East quarter corner;

Thence along said line North 88 degrees 04 minutes 37 seconds East 235.33 feet to the TRUE POINT OF BEGINNING.

## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

Parcel No. 4

That part of the North 1/2 of the Southeast 1/4 of Section 5, Township 2 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, being more particularly described as follows:

Beginning at the East 1/4 corner of said Section 5;

Thence North 89 degrees 28 minutes 57 seconds West along the East-West mid Section line of said Section 5, a distance of 2242.63 to the True Point of Beginning;

Thence continuing North 89 degrees 28 minutes 57 seconds West a distance of 390.53 feet to a point, said point being the Center of said Section 5;

Thence South 2 degrees 36 minutes 10 seconds West along th North-South mid Section line of said Section 5, a distance of 1316.63 feet to a point, said point being the Southwest corner of the North 1/2 of the Southeast 1/4 of said Section 5;

Thence South 89 degrees 44 minutes 26 seconds East a distance of 793.16 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 565.10 feet to a point;

Thence North 89 degrees 15 minutes 05 seconds West a distance of 252.00 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 500.10 feet to a point;

Thence North 89 degrees 15 minutes 05 seconds West a distance of 110.00 feet to a point;

Thence North 0 degrees 44 minutes 55 seconds East a distance of 245.42 feet to the True Point of Beginning.

EXCEPT as follows:

Beginning at the East 1/4 corner of said Section 5;

Thence along the East-West mid Section line of said Section 5 South 88 degrees 04 minutes 37 seconds West (N 89 degrees 28 minutes 57 seconds West record) 2242.63 feet to the True Point of Beginning thence continuing along said line South 88 degrees 04 minutes 37 seconds West 390.87 feet (390.53 feet Record) to the center of said Section 5;

Thence along the West line of said NW4SE4 South 00 degrees 12 minutes 12 seconds West (S 02 degrees 36 minutes 10 seconds West record) 784.83 feet;

## CHICAGO TITLE INSURANCE COMPANY

## LEGAL DESCRIPTION - CONTINUED

Title No. 2615764

Thence Northeasterly 126.745 feet along a curve concave Southwesterly having a radius of 803.71 feet and from an initial tangent bearing of North 28 degrees 28 minutes 52 seconds East;

Thence North 38 degrees 31 minutes 00 seconds East 574.20 to the existing property line;

Thence along said line South 88 degrees 19 minutes 43 seconds West (North 89 degrees 15 minutes 05 seconds West record) 30.79;

Thence North 01 degrees 01 minutes 24 seconds West 244.39 feet (North 00 degrees 44 minutes 55 seconds East 245.42 feet record) to the TRUE POINT OF BEGINNING.

Exhibit "B"  
Permitted Exceptions

1. The liabilities and obligations imposed upon the premises by inclusion thereof within the boundaries of the Salt River Project Agricultural Improvement and Power District, or by membership in the Salt River Valley Water Users Association, the assessments, dues, claims or liens, accrued, or to accrue, made Or assessed against said premises by or under the authority of the United States Reclamation Service or the Salt River Valley Water Users' Association or the Effect or operation of any rules, regulations, acts or contracts of said Salt River Valley Water Users' Association (All assessments due and owing are paid in full).
2. Taxes for the second half of the year 2006, due on March 1, and delinquent on May 1, of the year 2007.
3. Reservations or exceptions in the Patent to said land or in Acts authorizing the Issuance thereof.
4. Water rights, claims or title to water, whether or not shown by the public records.
5. Roadway shown in Book 2 of Road Maps, page 14.
6. Intentionally Deleted
7. Easement and rights incident thereto for highway as set forth in instrument Recorded in Docket 8534 page 671.
8. Easement and rights incident thereto for highway as set forth in instrument Recorded in Docket 8534 page 674.
9. Easement and rights incident thereto for overhead and underground power as Set forth in instrument recorded in Docket 9162 page 443.
10. Easement and rights incident thereto for overhead and underground power as set Forth in instrument recorded in Docket 9231 page 768.
11. Road Declared (Road File No. 2193-R) recorded in Docket 9995 page 460.
12. Resolution FCD 82-14 recorded in Document No. 84-324528.
13. Resolution (SO) recorded in Document No. 86-386769.
14. Record of Survey recorded in Book 816 of Maps page 16.
15. Rights of lessees under unrecorded leases

16. Any rights, interests or claims which may exist by reason of the following Matters disclosed by Survey Job No. 260706 performed July 21, 2006 by Superior Surveying Services, Inc., A.J. Wadworth, R.L.S. No. 37936:
  - a) Greenhouses encroach upon 7 foot easements for overhead and underground power.
  - b) Fence lies South of South property line.
  - c) East boundary lies within right of way for road

In re HF Three I, LLC

Case No. 2:10-bk-26198-GBN

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.		<b>Wells Fargo checking accounts ending 7853 and 3802</b>	-	<b>0.00</b>
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			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
Sub-Total >				<b>0.00</b>
(Total of this page)				

2 continuation sheets attached to the Schedule of Personal Property

In re HF Three I, LLC

Case No. 2:10-bk-26198-GBN

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.	<b>X</b>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
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.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
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.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)

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

In re HF Three I, LLC

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Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
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.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>0.00</b>

(Report also on Summary of Schedules)

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



In re HF Three I, LLC

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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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. <b>xxxxxx3436</b>	X -	<b>11/13/06 Lien</b>							
<b>Wells Fargo Bank, N.A. 100 W. Washington Street 11th Floor MAC S4101-110 Phoenix, AZ 85003</b>		<b>73.3% interest in the real property described on Exhibit A attached hereto located at the northwest corner of 99th Avenue &amp; Glendale Avenue (property owned pursuant to Tenant In Common Agreement -- value provided is for whole</b>							
		Value \$ <b>26,830,900.00</b>						<b>21,723,957.68</b>	<b>0.00</b>
Account No.		<b>Additional notice for Wells Fargo Bank, N.A.</b>						<b>Notice Only</b>	
		Value \$							
Account No.		<b>Additional notice for Wells Fargo Bank, N.A.</b>						<b>Notice Only</b>	
		Value \$							
Account No.		<b>Additional notice for Wells Fargo Bank, N.A.</b>						<b>Notice Only</b>	
		Value \$							
Subtotal								<b>21,723,957.68</b>	<b>0.00</b>
(Total of this page)									

1 continuation sheets attached

In re HF Three I, LLC  
Debtor

Case No. 2:10-bk-26198-GBN

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
<b>Wells Fargo Bank, N.A. Attn: Lisa Hogan 2030 Main Street, Suite 800 Irvine, CA 92614</b>			<b>Additional notice for Wells Fargo Bank, N.A.</b>				<b>Notice Only</b>	
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>0.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>21,723,957.68</b>	<b>0.00</b>

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

Total  
(Report on Summary of Schedules)

**21,723,957.68**      **0.00**

In re HF Three I, LLCCase No. 2:10-bk-26198-GBNDebtor**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.

0 continuation sheets attached

In re **HF Three I, LLC**

Case No. **2:10-bk-26198-GBN**

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 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
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>HF Three I, LLC</b>						
<b>Bonnett Fairbourn et. al.</b> <b>2901 N. Central Avenue, Suite 1000</b> <b>Phoenix, AZ 85012</b>	-					<b>6,062.00</b>
Account No. <b>xxxx.xx xxxxxx xiver</b>						
<b>Development Engineering</b> <b>Incorporated</b> <b>5828 E. Kings Avenue</b> <b>Scottsdale, AZ 85254</b>	-					<b>18,193.00</b>
Account No. <b>HF Three I, LLC</b>						
<b>Richard H. Lane, Esq.</b> <b>2929 N. 44th Street, Suite 220</b> <b>Phoenix, AZ 85018</b>	-					<b>1,250.00</b>
Account No.						
<b>Withey-Morris PLC</b> <b>Mike Withey, Esq.</b> <b>2525 E. Arizona Biltmore Circle,</b> <b>#A-212</b> <b>Phoenix, AZ 85016</b>	-					<b>525.00</b>
Subtotal (Total of this page)						<b>26,030.00</b>
Total (Report on Summary of Schedules)						<b>26,030.00</b>

0 continuation sheets attached

In re HF Three I, LLCCase No. 2:10-bk-26198-GBN

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.
<b>Camelot Nurseries, Inc. P.O. Box 2500 Litchfield Park, AZ 85340-2500</b>	<b>Lease of real property at the intersection of 99th Avenue and Glendale Avenue through March 31, 2012</b>
<b>Development Engineering Incorporated 5828 E. Kings Avenue Scottsdale, AZ 85254</b>	<b>Services contract</b>
<b>HF Three III, LLC c/o Dr. Shana Helmholdt 9072 E. Palm Tree Drive Scottsdale, AZ 85255</b>	<b>Tenant in Common Agreement effective November 15, 2006</b>
<b>HF Three IV, LLC c/o Security Leasing Co. 5940 Tahoe Drive SE, Suite 100 Grand Rapids, MI 49546</b>	<b>Tenant in Common Agreement effective November 15, 2006</b>

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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re HF Three I, LLCCase No. 2:10-bk-26198-GBN

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
<b>Donald R. and Mary E. Helmholdt</b> <b>7404 Las Brisas Lane</b> <b>Paradise Valley, AZ 85253</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>Donald R. Helmholdt 2004 Irrevoc Trust</b> <b>c/o Daniel M. Helmholdt</b> <b>5940 Tahoe Drive SE</b> <b>Grand Rapids, MI 49546-7121</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>Donald R. Helmholdt Family Trust 4/2/91</b> <b>7404 Las Brisas Lane</b> <b>Paradise Valley, AZ 85253</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>Helmholdt Family LLC</b> <b>c/o Shana B. Helmholdt, Manager</b> <b>7404 Las Brisas Lane</b> <b>Paradise Valley, AZ 85253</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>HF Three III, LLC</b> <b>c/o Shana B. Helmholdt</b> <b>7404 N. Las Brisas Lane</b> <b>Paradise Valley, AZ 85253</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>HF Three IV, LLC</b> <b>c/o Jane K. Helmholdt</b> <b>5490 Tahoe Drive SE</b> <b>Grand Rapids, MI 49546-7121</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>
<b>Mary E. Helmholdt 2004 Irrevoc Trust</b> <b>c/o Daniel M. Helmholdt</b> <b>5940 Tahoe Drive SE</b> <b>Grand Rapids, MI 49546-7121</b>	<b>Wells Fargo Bank, N.A.</b> <b>100 W. Washington Street</b> <b>11th Floor MAC S4101-110</b> <b>Phoenix, AZ 85003</b>

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\_\_\_\_\_ continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC

Debtor(s)

Case No. 2:10-bk-26198-GBN

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

Shana B. Helmholdt, a Family Trustee of The Donald R. Helmholdt 2004 Irrevocable Trust Dated 3/5/04, Manager of HF Three, LLC, a Nevada corporation, Member of the limited liability company named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 13, 2010

Signature /s/ Shana B. Helmholdt

**Shana B. Helmholdt**  
**Family Trustee of the Donald R. Helmholdt**  
**2004 Irrevocable Trust Dated March 5, 2004,**  
**Manager of HF Three, LLC, a Nevada limited**  
**liability company, Member of the Debtor**

*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.

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC

Debtor(s)

Case No. 2:10-bk-26198-GBN

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$0.00</b>	<b>2010 - income from operation of business</b>
<b>\$0.00</b>	<b>2009 - income from operation of business</b>
<b>\$0.00</b>	<b>2008 - income from operation of business</b>



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**2. Income other than from employment or operation of business**None  

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$2,237.00</b>	<b>2008 - interest income</b>
<b>\$211.00</b>	<b>2009 - interest income</b>

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**3. Payments to creditors**None  
**Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None  

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	---------------------------------	---	--------------------

None  

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**None  

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	-------------------------	---------------------------------	--------------------------

None  

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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\* 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.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

- None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Allen, Sala &amp; Bayne, PLC</b> <b>1850 N. Central Avenue, Suite 1150</b> <b>Phoenix, AZ 85004</b>	<b>8/18/10 - \$15,000.00</b>	<b>\$1,797.50 for pre-petition fees and costs</b> <b>\$1,039.00 for the Chapter 11 filing fee</b> <b>\$12,163.50 for post-petition fees and costs</b>

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**10. Other transfers**

- None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

- None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

- None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE OF SETOFF

AMOUNT OF SETOFF

**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

**16. Spouses and Former Spouses**

None  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 **eight years** 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.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

**18 . Nature, location and name of business**

None

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
HF Three I, LLC	20-5841426	7404 N. Las Brisas Lane Paradise Valley, AZ 85253	real estate investment and development	05/31/2006-present

None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Shana Helmholdt 7404 N. Las Brisas Lane Paradise Valley, AZ 85253	10/06 to present
Daniel Helmholdt 5940 Tahoe Drive SE Grand Rapids, MI 49546	10/06 to present

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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**21 . Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
<b>HF Three, LLC</b> <b>7404 N. Las Brisas Lane</b> <b>Paradise Valley, AZ 85253</b>	<b>Sole member</b>	<b>100%</b>

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

None

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

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**25. Pension Funds.**

None

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

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

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 13, 2010

Signature /s/ Shana B. Helmholdt

**Shana B. Helmholdt**  
**Family Trustee of the Donald R. Helmholdt**  
**2004 Irrevocable Trust Dated March 5, 2004,**  
**Manager of HF Three, LLC, a Nevada limited**  
**liability company, Member of the Debtor**

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

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*



**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC  
Debtor

Case No. 2:10-bk-26198-GBN

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>HF Three, LLC c/o Shana B. Helmholdt 7404 N. Las Brisas Lane Paradise Valley, AZ 85253</b>			

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

I, the Helmholdt 2004 Irrevacable Trust Dated 3/5/04, Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 13, 2010

Signature /s/ Shana B. Helmholdt, as Family Trustee of the Donald Shana B. Helmholdt, as Family Trustee of the Donald R. Helmholdt 2004 Irrevacable Trust Dated 3/5/04, 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.

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC

Debtor(s)

Case No. 2:10-bk-26198-GBN

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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<b>HF Three, LLC c/o Shana B. Helmholdt 7404 N. Las Brisas Lane Paradise Valley, AZ 85253</b>			
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, Shana B. Helmholdt, a Family Trustee of The Donald R. Helmholdt 2004 Irrevocable Trust Dated 3/5/04, Manager of HF Three, LLC, a Nevada corporation, Member of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 13, 2010

Signature /s/ Shana B. Helmholdt

**Shana B. Helmholdt  
Family Trustee of the Donald R. Helmholdt  
2004 Irrevocable Trust Dated March 5, 2004,  
Manager of HF Three, LLC, a Nevada limited  
liability company, Member of the Debtor**

*Penalty for making a false statement of concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC

Debtor(s)

Case No. 2:10-bk-26198-GBN

Chapter 11

**DECLARATION**

I, Shana Helmholdt, Family Trustee of the Donald R. Helmholdt 2004 Irrevocable Trust Dated 3/5/04, Manager of the HF Three, LLC, Sole Member of HF Three I, LLC, named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of 2 sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: August 24, 2010

/s/ Shana B. Helmholdt

**Shana B. Helmholdt, as Family Trustee of the Donald R. Helmholdt 2004 Irrevocable Trust Dated 3/5/04, Manager of HF Three, LLC, Sole Member**  
Signer/Title

Date: August 24, 2010

/s/ PS 11693

Signature of Attorney  
**Paul Sala 11693 e-mail: psala@asbazlaw.com**  
**Allen, Sala & Bayne, PLC**  
**1850 N. Central Avenue, Suite 1150**  
**Phoenix, AZ 85004**  
**602-256-6000 Fax: 602-252-4712**

**United States Bankruptcy Court  
District of Arizona**

In re HF Three I, LLC

Debtor(s)

Case No. 2:10-bk-26198-GBN  
Chapter 11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for HF Three I, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**HF Three, LLC  
c/o Shana B. Helmholdt  
7404 N. Las Brisas Lane  
Paradise Valley, AZ 85253**

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None [*Check if applicable*]

**September 13, 2010**

Date

**/s/ Paul Sala**

**Paul Sala 11693 e-mail: psala@asbazlaw.com**

Signature of Attorney or Litigant

Counsel for HF Three I, LLC

**Allen, Sala & Bayne, PLC**

**1850 N. Central Avenue, Suite 1150**

**Phoenix, AZ 85004**

**602-256-6000 Fax:602-252-4712**