

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

In re Investors Capital Partners II, LP

Case No. 12-11675

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
Longhunters Square Shopping Center 2400 Happy Valley Rd. Glasgow KY 42141 (Marquee Cinema; Dollar Tree; Aaron's Rental + 7,000 sq. feet unfinished space) (Debtor's estimated FMV)	Fee simple	-	6,336,960.00	3,000,000.00
Undeveloped vacant land in Longhunters Square Shopping Center (6 outparcels and improved land) (Debtor's estimated FMV)	Fee simple	-	4,596,481.00	6,550,814.00

Sub-Total > **10,933,441.00** (Total of this page)

Total > **10,933,441.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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

In re Investors Capital Partners II, LPCase No. 12-11675

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 petitioner 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 Acct #5794</b>	-	<b>0.34</b>
		<b>PBI Escrow Acct # 5802</b>	-	<b>221,244.31</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 > **221,244.65**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

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

In re Investors Capital Partners II, LPCase No. 12-11675

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Dry Creek Business Trust (related entity) (Dry Creek loan to Investors Land Partners II, LP who paid to PBI) (subject to further review of documentation and further examination)</b>	-	<b>43,533.60</b>
		<b>Rents receivable Marquee Cinema</b>	-	<b>5,644.95</b>
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			

Sub-Total > **49,178.55**  
(Total of this page)

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

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

In re Investors Capital Partners II, LPCase No. 12-11675

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
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>Unknown, but potential claims against PBI Bank, Inc., regarding non-renewal of loans and attachment of rents</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>270,423.20</b>

(Report also on Summary of Schedules)

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

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

In re **Investors Capital Partners II, LP**

Case No. **12-11675**

Debtor(s)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.							
<b>Alliance Corp 116 E. College Street Glasgow, KY 42142</b>							
		<b>2009</b>					
		<b>Second mortgage on certain real property (work by general contractor)</b>  <b>(Subject to counsel's review of loan documentation)</b>					
		VALUE <b>\$732,632.46</b>				<b>\$732,632.46</b>	<b>\$0.00</b>

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

In re **Investors Capital Partners II, LP**

Case No. **12-11675**

Debtor(s)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			2011					
PBI Bank, Inc. c/o Scott A. Bachert Harned Bachert & McGehee PSC324 East 10th Avenue Bowling Green, KY 42101			Longhunters Square Shopping Center 2400 Happy Valley Rd. Glasgow KY 42141 (Marquee Cinema; Dollar Tree; Aaron's Rental + 7,000 sq. feet unfinished space)					
PBI Bank, Inc. 2500 Eastpoint Pkwy. Louisville, KY 40223	X		Undeveloped vacant land in Longhunters Square Shopping Center (6 outparcels & improved land)  2 Loans (one for \$3,000,000 and one for \$6,550,814)  (Subject to counsel's review of loan documentation)					
			VALUE <b>\$10,933,441.00</b>				<b>\$9,550,814.00</b>	<b>\$0</b>
			Total(s) (Use only on last page)				<b>\$10,283,446.46</b>	<b>\$0</b>

(Report also on Summary of Schedules)

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

B6E (Official Form 6E) (4/10)

In re Investors Capital Partners II, LPCase No. 12-11675

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

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

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

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

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

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

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

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

 **Domestic support obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

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

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

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

 **Deposits by individuals**

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

 **Taxes and certain other debts owed to governmental units**

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

 **Commitments to maintain the capital of an insured depository institution**

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

 **Claims for death or personal injury while debtor was intoxicated**

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

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

B6E (Official Form 6E) (4/10) - Cont.

In re Investors Capital Partners II, LP  
Debtor

Case No. 12-11675

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

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	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>xxxx-7995</b>			<b>2012</b>					
<b>Barren County PVA Office P.O. Box 1836 Glasgow, KY 42142-1836</b>		-	<b>Property taxes</b>					<b>Unknown</b>
							<b>Unknown</b>	<b>Unknown</b>
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>0.00</b>	<b>0.00</b>
Total								<b>0.00</b>
(Report on Summary of Schedules)							<b>0.00</b>	<b>0.00</b>

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



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

In re Investors Capital Partners II, LP

Case No. 12-11675

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	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>American Engineers, Inc.</b> <b>63 Aberdeen Drive</b> <b>Glasgow, KY 42141</b>	-	<b>2009-2010</b> <b>Trade vendors</b>				<b>247.59</b>
Account No.  <b>Barge Waggoner &amp; Cannon Inc.</b> <b>211 Commerce St.</b> <b>Ste 600</b> <b>Nashville, TN 37201</b>	-	<b>2009</b> <b>Trade vendor</b>				<b>1,133.33</b>
Account No.  <b>Bradley Arant Boulton Cummings LLP</b> <b>1600 Division Street</b> <b>Ste 700</b> <b>P.O. Box 340025</b> <b>Nashville, TN 37203</b>	-	<b>2008-2009</b> <b>Legal services</b>				<b>334.93</b>
Account No.  <b>Former Limited Partners</b> <b>in Investors Income Partners I</b> <b>Individual identities not readily</b> <b>available; to be supplemented</b> <b>by amendment</b>	-	<b>2007-2008</b> <b>Note payable due LPs of Investors Income</b> <b>Partners I on account of interest; Income</b> <b>Partners I no longer exists</b>				<b>1,270,128.29</b>
Subtotal (Total of this page)						<b>1,271,844.14</b>

2 continuation sheets attached

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

In re Investors Capital Partners II, LP

Case No. 12-11675

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>Frasier, Dean &amp; Howard, PLLC</b> <b>3310 West End Avenue</b> <b>Ste 550</b> <b>Nashville, TN 37203</b>		-	<b>2009</b> <b>Legal services</b>				<b>18,450.00</b>
Account No.  <b>Geoghegan Roofing &amp; Supply, Inc.</b> <b>411 Dishman Lane</b> <b>Bowling Green, KY 42101</b>		-	<b>2009</b> <b>Trade vendor</b>				<b>1,453.68</b>
Account No.  <b>Investors Capital Fund Services II, LLC</b> <b>138 Wilson Pike Circle</b> <b>Brentwood, TN 37027</b>		-	<b>2010-2011</b> <b>Includes related party liability for PBI loan allocation (\$680,010.62) and accrued general partner administrative fees, loan guarantees and development fee (\$8,000.00) (Amount subject to verification and change)</b>				<b>688,010.62</b>
Account No.  <b>M &amp; L Electrical, Inc.</b> <b>6060 Scottsville Rd.</b> <b>Bowling Green, KY 42104</b>		-	<b>2010</b> <b>Trade vendor</b>				<b>420.00</b>
Account No.  <b>S &amp; S Electric Co.</b> <b>P.O. Box 4448</b> <b>Bowling Green, KY 42102-4448</b>		-	<b>2010</b> <b>Trade vendor</b>				<b>21,225.00</b>
Subtotal (Total of this page)							<b>729,559.30</b>

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

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

In re Investors Capital Partners II, LP

Case No. 12-11675

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Superior Fence Systems, Inc.</b> <b>205 Industrial Drive</b> <b>Glasgow, KY 42141</b>		-	<b>2008</b> <b>Trade vendor</b>			<b>11,756.58</b>
Account No.  <b>Towne &amp; Country Parking Lot Service</b> <b>111 Longhunters Trail</b> <b>Glasgow, KY 42141</b>		-	<b>2010</b> <b>Trade vendor</b>			<b>2,320.00</b>
Account No.  <b>Various Limited Partners</b> <b>Individual identities not readily</b> <b>available, will be provided</b> <b>through amendments</b>		-	<b>Type and amount of claim currently being</b> <b>analyzed by Debtor; to be supplemented by</b> <b>amendment</b>			<b>17,000.00</b>
Account No.						
Account No.						
Subtotal (Total of this page)						<b>31,076.58</b>
Total (Report on Summary of Schedules)						<b>2,032,480.02</b>

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

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

In re Investors Capital Partners II, LPCase No. 12-11675

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>Dollar Tree Stores, Inc.</b> <b>500 Volvo Pkwy.</b> <b>Dept 300</b> <b>Attn: Lease Administration #1492</b> <b>Chesapeake, VA 23320</b>	<b>Lease Agreement dtd 12/12/2007 for 5 years - renewable</b>
<b>Kimberly Dale, Inc.</b> <b>c/o Aaron's Rentals</b> <b>4915 South Fork Dr.</b> <b>Lakeland, FL 33813</b>	<b>Lease Agreement dtd 5/12/2008 through 7/31/2013</b>
<b>Marquee Cinemas, Inc.</b> <b>552 Ragland Road</b> <b>Beckley, WV 25801</b>	<b>Lease Agreement dtd 10/2/1997 for 15 years</b>

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

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

In re **Investors Capital Partners II, LP**Case No. **12-11675**

Debtor(s)

**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 years immediately preceding the commencement of this 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>Investors Capital Fund Services II, LLC</b> 138 Wilson Pike Circle Brentwood, TN 37027	<b>PBI Bank, Inc.</b> c/o Scott Bachert Harned Bachert & McGehee, PSC 324 East 10th Avenue Bowling Green, KY 42101
<b>Investors Equity Holdings, LLC</b> 138 Wilson Pike Circle Brentwood, TN 37027	<b>PBI Bank, Inc.</b> c/o Scott A. Bachert Harned Bachert & McGehee PSC 324 East 10th Avenue Bowling Green, KY 42101
<b>Investors Equity Partners II, LLC</b> 138 Wilson Pike Circle Brentwood, TN 37027	<b>PBI Bank, Inc.</b> c/o Scott A. Bachert Harned Bachert & McGehee PSC 324 East 10th Avenue Bowling Green, KY 42101
<b>James Himelrick</b> 1736 Charity Drive Brentwood, TN 37027	<b>PBI Bank, Inc.</b> c/o Scott A. Bachert Harned Bachert & McGehee PSC 324 East 10th Avenue Bowling Green, KY 42101
<b>Robert Pierce</b> 6801 Holt Road Nashville, TN 37211	<b>PBI Bank, Inc.</b> c/o Scott A. Bachert Harned Bachert & McGehee PSC 324 East 10th Avenue Bowling Green, KY 42101

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

**United States Bankruptcy Court**  
**Western District of Kentucky**

In re Investors Capital Partners II, LP  
 Debtor

Case No. 12-11675Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	10,933,441.00		
B - Personal Property	Yes	3	270,423.20		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		10,283,446.46	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		2,032,480.02	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			11,203,864.20		
Total Liabilities				12,315,926.48	

**United States Bankruptcy Court  
Western District of Kentucky**

In re Investors Capital Partners II, LP  
Debtor

Case No. 12-11675

Chapter 11

**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)		

B7 (Official Form 7) (12/12)

**United States Bankruptcy Court  
Western District of Kentucky**

In re Investors Capital Partners II, LP

Debtor(s)

Case No. 12-11675

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 persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**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>\$565,280.04</b>	<b>2010 Income</b>
<b>\$565,280.04</b>	<b>2011 Income</b>
<b>TBD - should be similar to 2011 Income</b>	<b>2012 Income</b>

**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
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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 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 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
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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.)

**\*\* Debtor is reconciling 2012 financial information; information to be supplemented by amendment. Rents seized by PBI Bank in approximately February, 2010.**

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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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
<b>Investors Capital Fund Services II, LLC 138 Wilson Pike Circle Brentwood, TN 37027</b>	<b>2/22/2012</b>	<b>\$419.99</b>	<b>\$688,010.62</b>

**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
<b>PBI Bank, Inc. vs. Investors Capital Partners II, LP, et al. Case No: 12-CI-00715</b>	<b>Foreclosure</b>	<b>Barren Circuit Court, Barren County, KY</b>	<b>Answer filed</b>

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.)

\* 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.

B 7 (12/12)

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NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
<b>PBI Bank, Inc. c/o Scott A. Bachert Harned Bachert &amp; McGehee, PSC 324 East 10th Avenue Bowling Green, KY 42101</b>	<b>2010 to present</b>	<b>All rental income paid directly by tenants to PBI \$1,648,710; \$47,016 per month</b>

**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
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**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
DeIcotto Law Group PLLC 200 North Upper Street Lexington, KY 40507-1017	12/17/2012 12/19/2012 (Investors Enterprises, LLC)	\$7,000 \$3,000 (Amounts used for all debtors)

**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
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**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
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**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
<b>100 Winners Circle, Suite 400 Brentwood, TN 37027</b>		<b>2006 through 2010</b>

**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
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**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
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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
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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
<b>James Himelrick President of General Partner 1736 Charity Drive Brentwood, TN 37027</b>	<b>July 31, 2010 to present</b>

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
<b>James Himelrick</b>	<b>President of General Partner 1736 Charity Drive Brentwood, TN 37027</b>	<b>July 31, 2010 to present</b>

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
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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.

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NAME AND ADDRESS  
**PBI Bank, Inc.**  
**2500 Eastpoint Pkwy.**  
**Louisville, KY 40223**

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
------------------	--------------------	------------------------

**See attached**

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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B 7 (12/12)

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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)

**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 January 17, 2013

Signature /s/ James E. Himelrick, Jr.  
**James E. Himelrick, Jr.**  
**President of General Partner**

[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*

# Investors Capital Partners II, L.P. 2011

Base Report as of 01/17/13 Filed 01/17/13 Entered 01/17/13 22:46:37 Page 24 of 29

	Last Name	First Name	Address	City	State	ZIP	Units
1		Investors Capital Fund Services II	138 Wilson Pike Circle	Brentwood	TN	37027	61.64
2	Pierce	Anne W.	6807 Holt Road	Nashville	TN	37211	183.16
3		Barbara Owen Smith Trust	PO Box 1728	Brentwood	TN	37024	120.86
4	Dreifuss	Bradley A.	93 Fenbrook Rd.	West Hartford	CT	06119	29.61
5	Dobie	Bruce	3815 Whitland Avenue	Nashville	TN	37205	60.00
6	Morgan	Camille W.	133 Postwood Place	Nashville	TN	37205	60.43
7	Dreifuss	Carl R.	4019 Skyline Drive	Nashville	TN	37215	119.64
8		Carl R.Dreifuss TTEE FBO Kevin D Dr	Irrevocable Asset Manage	Nashville	TN	37215	29.61
9	Wilsdorf III	Charles	14 Berry Hill Lane	Brunswick	GA	31523	19.91
10	Wilsdorf IV	Charles	405 West 149th Street, #3	New York	NY	10031	29.91
11	Guill	Daniel A. & Mary M.	985 Westersham Court	Marietta	GA	30064	134.07
12	Stewart	Donna B.	3503 Ruland Place	Nashville	TN	7215-101	60.43
13	Playle	Darin E. and Angela M.	1011 Blakefield Drive	Brentwood	TN	37027	20.00
14	Wilson	David R.	6018 Murray Lane	Brentwood	TN	37027	34.79
15	Austin	Elizabeth	116 Windsor Drive	Nashville	TN	37205	181.28
16		Elizabeth G. Tannenbaum Irrevocable	4019 Skyline Dr.	Nashville	TN	37215	150.00
17	(IRA Innov.)	Entrust FBO Michael Todd	2663 Valleydale Rd.	Birmingham	AL	35244	10.00
18	Eliadis	Foteni E.	2310 Ridgefield Drive	Chapel Hill	NC	27517	120.86
19	Gordon	Frank E.	3102 West End Avenue, S	Nashville	TN	37203	28.75
20	Wagner	George M.	106 Douglas Avenue	Glasgow	KY	42141	60.43
21	James	Helen	1032 Tyne Boulevard	Nashville	TN	37220	58.43
22		George R. & Sarah M. Archer Living T	108 Peace Pipe Bend	Crossville	TN	38572	55.00
23	Owens	Glenda P.	2162 Wappoo Hall Rd.	Charleston	SC	29412	200.00
24	Wilsdorf	Hilda	202 45th Avenue N.	Nashville	TN	37209	19.91
25	Pentzer	Jack W.	202 45th Avenue N.	Nashville	TN	37209	19.91
26		James D. Woolems and Brenda L. Wo	5221 Country Club Drive	Brentwood	TN	37027	50.00
27	Siegrist	Jay	1144 Sewanee Road	Nashville	TN	37220	175.29
28	Hollis	Jeffrey D.	471 Bay Point Drive	Gallatin	TN	37066	10.00
29	Volner	Jim & Barbara	505 Lexington Drive	Lebanon	TN	37087	60.43



30	Whiteside	Jim H. and Mary C.	169 Scottie Drive	Glasgow	KY	42141	50.00
31	Eaton	Karin C.	2012 25th Avenue South	Nashville	TN	37212	60.43
32	Rice	Kellye N.	2244A South Berrys Chap	Franklin	TN	37069	54.13
33	Fuqua	L. Wilford	5 Old Club Lane	Nashville	TN	37215	36.00
34	King	Lloyd	5227 Lysander Lane	Brentwood	TN	37027	75.00
35	Wagner	Martha L.	106 Douglas Avenue	Glasgow	KY	42141	60.43
36	Kleinrock	Martin C.	1588 Cypress Pointe Drive	Mt. Pleasant	SC	29466	53.64
37	Hayes	Paul	4001 Sequoia Trail	Spring Hill	TN	37174	30.21
38	(IRA Innov.)	Entrust FBO Stephen Cline	2663 Valleydale Rd.	Birmingham	AL	35244	50.00
39	(IRA Innov.)	Entrust FBO David Wilson	2663 Valleydale Rd.	Birmingham	AL	35244	21.60
40		Pershing LLC FBO Susan Kelton 3JD-	One Pershing Place Floor	Jersey City	NJ	07399	35.00
41		U/A/D March 1, 2001of the Clark Joint Revocable Living Trust Agreement and any successors in	10 Bridlington Ct.	Brentwood	TN	37027	10.00
42		RJD Investments, LLC	1608 University Drive, c/o	Durham	NC	27707	40.00
43	Eaton	Robert	2012 25th Avenue South,	Nashville	TN	37212	60.43
44	Hutcheson	Robert	1032 Tyne Boulevard	Nashville	TN	37220	58.43
45	Gordon	Robert A.	3102 West End Avenue, S	Nashville	TN	37203	28.28
46	Stone	Robert E.	1936 Bristol Court	Brentwood	TN	37027	53.75
47	Keith	Robert E. & Edith J.	5212 Country Club Drive	Brentwood	TN	37027	941.55
48	Moses	Robert M. & Marlene Eskind	1210 Chickering Road	Nashville	TN	37215	53.75
49	Wagner	Ronald T.	933 Country Club	Glasgow	KY	42141	50.38
50	Price	Scott	1032 Tyne Boulevard	Nashville	TN	37220	58.43
51	Hayes	Susan	2204 Anne Ave.	Panama City Be	FL	32408	30.22
53	(LPL Fin.)	The Private Trust Co FBO Christopher	One Pershing Place Floor	Jersey City	NJ	07399	10.00
54	Sellers	Thomas W.	1390 Webb Ridge Road	Kingston Spring	TN	37082	510.78
55		Victoria Owen Klein Trust	PO Box 1728	Brentwood	TN	37024	120.86
56	Mahler, Jr.	William H. and Dorothy P.	9419 Deervale Ct.	Brentwood	TN	37027	80.49
58	Renner	Chuck	306 Wendron Court	Franklin	TN	37069	62.25
59	Adams	David	2512 Belmont Blvd	Nashville	TN	37112	6.23
60	Holst	David	105 Brickston Street	Franklin	TN	37067	29.73
62	Segal	Frank	3882 Paradise Bay Drive	Gulf Breeze	FL	32563	24.90

64	Jennings	Jim	3 Meeting Street	Orange Beach	AL	36561	31.76
65	Walker	Jim	9498 Crockett Road	Brentwood	TN	37027	62.25
67		LaRouch Family Trust	2103 Shannon Drive	Murfreesboro	TN	37129	187.96
68	Ross	Lock	3701 Sycamore Lane	Nashville	TN	37215	31.76
69	Little	Lorrie	923 Quail Vally Drive	Brentwood	TN	37027	100.19
70	Kelton	Mac	809 Windstone Blvd	Brentwood	TN	37027	99.60
71	Shields	Mary Beth	2209 Old Hickory Boulevard	Nashville	TN	37215	147.41
72	Shah	Pankaj and Charu Shah	1085 Wilshire Way	Brentwood	TN	37027	190.26
74	Tepner	Ron	337 Canton Stone Drive	Franklin	TN	37067	41.50
75	Cline	Steve	8360 Carraige Hills	Brentwood	TN	37027	41.50
76	Himelrick	Tadd and Candice	2000 Newark Lane, H303	Thompson Station	TN	37179	0.42
79	Bosse	Burt	6026 Wellesley Way	Brentwood	TN	37027	31.76
80	Ude	Christopher and Allison	222 Pearl Street	Franklin	TN	37064	25.73
81		Equity Trust FBO Dee Dee Brickner	P.O. Box 1409	Elyria	OH	44036	18.63
82	Wise	James	6013 Green Leaf Ct.	Brentwood	TN	37027	5.13
84		BankTrust FBO James P. Jennings	Jack Rester, PO Box 3067	Mobile	AL	36652	34.05
85	Higgins	Jane	P. O. Box 1187	Brentwood	TN	37024	53.68
86	Bosi	James	662 Pebble Springs Drive	Franklin	TN	37067	24.90
91	Wise	Robert	6013 Green Leaf Ct.	Brentwood	TN	37027	5.13
94	Perry	Sam and Corinne	131 Natchez Drive	Hendersonville	TN	37075	6.35
95	Wise	Steve	6013 Green Leaf Ct.	Brentwood	TN	37027	17.11
96	Wise	Zachary	6013 Green Leaf Ct.	Brentwood	TN	37027	5.13
97	Patel	Arvind	8434 Del Thomas Road	Smyrna	TN	37167	106.44
98	James	G. Whit	4612 General Lowry Dr	Nashville	TN	37215	47.37
99	Stansell	James	3704 Central Ave	Nashville	TN	37205	51.49
100	Patel	Jayesh and Jayshree	8236 Moores Lane	Brentwood	TN	37027	146.04
101	Cude	John	31 County Road 7200	Booneville	MS	38829	34.60
102	Arndt	John	116 Sweethaven Court	Franklin	TN	37069	16.62
103	Wells	Julian	507 Midway Circle	Brentwood	TN	37027	6.92
104	Kirk	Mary Pillow	2028 Earlington Drive	Nashville	TN	37215	5.52

105	Underwood	Ralph	264 Cascade Dr.	Winchester	TN	37398	3.46	
106		Seaton Family Trust	260 Stanley Pk Lane	Franklin	TN	37069	7.64	
107	Kaza	Sunil	<b>5228 Lysander lane</b>	Brentwood	TN	37027	35.92	
108	Woolems	James	5221 Country Club Drive	Brentwood	TN	37027	27.83	
109	Himelrick	Karen	1736 Charity Drive	Brentwood	TN	37027	24.90	
		<b>Total</b>						6,598.16

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
Western District of Kentucky**

In re Investors Capital Partners II, LP

Debtor(s)

Case No. 12-11675

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date January 17, 2013

Signature /s/ James E. Himelrick, Jr.

**James E. Himelrick, Jr.**

**President of General Partner**

*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  
Western District of Kentucky**

In re Investors Capital Partners II, LP

Debtor(s)

Case No. 12-11675

Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>Hourly</u>
Prior to the filing of this statement I have received.....	\$	<u>*10,000.00</u>
Balance Due.....	\$	<u>TBD</u>

2. \$ 1,213.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor       Other (specify):

4. The source of compensation to be paid to me is:

Debtor       Other (specify):      Appropriate carve-out from the secured creditors' collateral or from other funds or payment from a third party, including but not limited to, capital contributions by limited partners of the Debtors to the Debtors.

5.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. All Chapter 11 general counsel services.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

\* The above amount received pre-filing has been received on behalf of all affiliated debtors: Investors Capital Partners II, LP 12-11675; Investors Capital Partners I, LP 12-11676; Investors Land Partners II, LP 12-11677; and Investors Towne Center Partners I, LP 13-10004

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: January 17 2013

/s/ T. Kent Barber  
**T. Kent Barber**  
**DelCotto Law Group PLLC**  
**200 North Upper Street**  
**Lexington, KY 40507-1017**  
**(859) 231-5800 Fax: (859) 281-1179**