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8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA

10 In re) Case No.: 09-33426
11)
12 QUARRY POND, LLC, dba Quarry Ponds) CHAPTER 11
Town Center and dba One Ripe Tomato,)
13)
14 Debtor.)
15)
16)

17 **DEBTOR'S FIRST AMENDED DISCLOSURE STATEMENT – MAY 20, 2010**

18 This Disclosure Statement is furnished pursuant to Bankruptcy Code Sections 1121
19 through 1129. Creditors who wish to vote on the proposed plan should review this
20 Disclosure Statement and the accompanying Plan of Reorganization, complete the ballot
21 furnished herewith, and return the ballot to Ruth Elin Auerbach, Attorney at Law, 711 Van
22 Ness Ave., Suite 440, San Francisco, California 94102, Telephone number (415) 673-
23 0560; facsimile number (415) 673-0562; e-mail: attorneyruth@sbcglobal.net, on or before
24 the date set forth in the Order Approving Disclosure Statement enclosed herewith. The
25 Plan will be confirmed so long as each of the requirements of Section 1129 has been met,
26 to-wit:

27 A class of creditors will be deemed to have accepted the Plan if the Plan is accepted
28 by creditors that hold at least two-thirds in amount and one-half in number of the allowed

1 claims of such class held by voting creditors. A Summary of anticipated payments over the
2 course of the Plan is attached hereto as Exhibit "E".

3 **I. BACKGROUND INFORMATION**

4 Quarry Ponds Town Center was a thriving center from the time it opened in 2006
5 until the economic downfall in 2007. The rents were sufficient to service the center's debt
6 and other expenses and allow it to still operate as a profit. As the economy continued to
7 decline, the tenants were unable to sustain their rent payments, and the Debtor got behind
8 in the payments due to its primary lender, Bank of New York Mellon. The bank's servicer,
9 Centerline, and the debtor tried for nine months to try to come to terms for a loan
10 modification which would allow the debtor to reinstate the loan. In the midst of what the
11 Debtor thought were ongoing discussions, Centerline began foreclosure proceedings and
12 sought the appointment of a Receiver to collect the rents, which led to the filing of this
13 Chapter 11 case. Since the filing of this case, the Debtor's Principal, Lisa Powers, has
14 worked diligently to stabilize the tenant base at the Center and to attract new business
15 ventures which will increase traffic to the Center bringing more business to the tenants who
16 will then be able to pay market rate rent. The Debtor believes that by the time of the
17 confirmation hearing, the Center's occupancy rate will be increasing from 51% to 75%,
18 with additional tenants to be signed during the first year of the Plan.
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22 **II. SUMMARY OF THE PLAN**

23 This summary describes the Plan of Reorganization of the Debtor. Creditors
24 should refer to the Plan itself for specific terms and conditions.

25 The Debtor will continue to operate the Quarry Ponds Town Center and One Ripe
26 Tomato business contained therein. The Debtor will use the rents received from the
27 tenants as well as the net cash flow from the businesses it operates to make payments to
28 creditors pursuant to the Plan, as provided below.

1 (a) In year 1 interest on the \$9,500,000 secured balance will be paid at the rate of
2 3.55 % per year. The Debtor will pay \$ 28,104.17 per month by the tenth day of each
3 month beginning 30 days after the Effective Date and continuing for 12 months thereafter
4 (\$323,000 total to be paid in Year 1);

5 (b) Years 2 interest on the \$9,500,000 secured balance will be paid at the rate of
6 5.00% per year. The Debtor will pay \$ 39,583.33 per month by the tenth day of each
7 month beginning in month 13 and continuing through month 24 (\$475,000 to be paid in
8 Year 2))

9 (c) Beginning in Year 3 and continuing through Year 15, interest will be paid on
10 the secured balance at the contract rate of 5.65%. The Debtor will make payments of
11 increasing amounts per month for each of the Plan Years beginning with Year 3 and
12 continuing through Year 15 of the contract interest rate and other Section 1111(b) total
13 claim payments, as follows:

14 Year 3: \$47,083.00 per month

15 Year 4: \$47,500.00 per month

16 Year 5: \$50,000.00 per month

17 Year 6: \$55,833.33 per month

18 Year 7: \$58,750.00 per month

19 Year 8: \$62,500.00 per month

20 Year 9: \$69,167.67 per month

21 Year 10:\$72,500.00 per month

22 Year 11:\$76,250.00 per month

23 Year 12:\$80,416.67 per month

24 Year 13:\$83,333.33 per month

25 Year 14:\$86,666.67 per month

26 Year 15:\$91,666.67 per month

1 (d) At the end of Year 15, the debtor will pay the entire outstanding Section 1111(b)
2 remaining claim due on the note, in the approximate amount of \$9,262,806.

3 Attached hereto as Exhibit "D" are the Debtor's calculations showing that the net
4 present value of payments to be made to BONY under the plan will equal more than the
5 \$9,500,000 value of the property, using discount rates ranging from 5.65 to 7.22%.

6
7 **D. SECURED CLAIM OF PLACER COUNTY TAX COLLECTOR ("COUNTY"):**

8 2. **Class 2 – secured Claim of Placer County Tax Collector:** This claim is
9 impaired. The Debtor will pay this claim in equal monthly installments of \$1261.08,
10 beginning in month 13 and continuing from month to month thereafter for a period of
11 approximately 48 months until the taxes, together with interest, have been paid in full.

12
13 **E. SECURED CLAIM OF TUSTIN COMMUNITY BANK ("TUSTIN"):**

14 This claim is impaired. Tustin will be paid in full with interest at the contract rate, but the
15 term of the lease will be extended to 60 months from the Effective Date. Tustin will retain
16 its security interest in its collateral. The Debtor will make payments of \$1,000 per month
17 for the first 12 months; \$1,250 per month for the second 12 months; \$ 1,250 per month
18 for the third 12 months; \$1,500 per month for the fourth 12 months and \$ 1,928.50 per
19 month for the fifth twelve months until the entire balance of \$83,142 (which includes
20 interest) is paid in full.

21
22 **F. SMALL UNSECURED CREDITORS:**

23 Class 4 is impaired. These creditors, together with any General Unsecured Creditor
24 who chooses to reduce their claim to \$5,000, will receive a payment equal to 100% of the
25 allowed amount of their claim in quarterly installments of \$3,192 beginning one year after
26 the Effective Date and continuing from quarter to quarter thereafter for approximately three
27 years, until their claims have been paid in full.

1 **V. TAX CONSEQUENCES OF THE PLAN**

2 Creditors should confer with their specific tax advisors regarding the specific
3 consequences of this Plan to that Creditor. There may be tax liability incurred in cases
4 where creditors have received tax benefits for bad-debt write-offs related to the obligations
5 being paid under this Plan.

6 **VI. LIQUIDATION ANALYSIS**

7 **COMPARISON OF PLAN WITH CHAPTER 7 TREATMENT**

8 Under this Plan, creditors will receive at least as much as they would receive should
9 this case be converted to Chapter 7 and a Trustee appointed to liquidate assets:

10 If the case were converted, BONY-Mellon would be permitted to foreclose on the
11 Debtor's real property, which the Debtor estimates to be worth \$9,500,000. Since the
12 Bank's claim is in excess of \$19,000,000, there is no equity in the property and therefore
13 nothing for the estate, and the Trustee would likely not contest the Bank's request for relief
14 from the automatic stay.

15 Tustin Community Bank would also be permitted to foreclose on its collateral,
16 leaving the following assets available for liquidation by the Chapter 7 Trustee:

<u>Description</u>	<u>Retail Value</u>	<u>Chapter 7 Value</u>
Cash	\$5,000.00	\$5,000.00
Inventory	31,008.00	10,000.00
Machinery & Furniture	496,029.00	50,000.00
Total proceeds of sale		65,000.00
Less estimated costs of sale (10%)		-6,500.00
Net proceeds of sale		58,500.00
Less Trustee fees:		
25% x \$5,000	1,250	
10% x \$45,000	4,500	
5% x \$8,500	<u>425</u>	
		<u>6,175.00</u>

1 Available for unsecured or priority claims \$52,325.00

2 After payment of priority claims of \$13,750, and Chapter 11 administrative claims
3 of approximately \$25,000, there would be \$13,575 available for unsecured claims which
4 total \$736,365, so unsecured creditors would get a maximum distribution of .02% (2/100
5 of 1%) of their claims.

6 VII. FEASIBILITY

7 The Center experienced a drop in tenants during the first quarter of 2010 due to
8 prolonged economic severity and the financial weakness of the original tenant group,
9 strained by operating for more than two years in an extremely difficult consumer economy
10 and a lack of financing or capital options for businesses. New tenant leasing activity has
11 picked up to replace these vacancies and several key spaces within the property are
12 currently in lease term negotiation or signing, as set forth in the attached **Exhibit A**
13 “Quarry Ponds Center: Plan of Reorganization Rent Projection for Years August 2010
14 through August 2012”.

15
16 The Debtor projects that rental income will increase substantially after August 2012,
17 as set forth in **Exhibit B** “Quarry Ponds Center Net Rent Projection for Years 3 though
18 15”. As the center becomes fully leased and the rent rates received rise, the Center’s
19 financial condition will improve sufficiently to allow it to fully fund the Debtor’s Plan.

20
21 A breakdown of the Debtor’s projections of income and expenses for the first year of
22 the Plan is attached hereto as **Exhibit C**.

23
24 The Debtor estimates that during the first year of the Plan, general overhead, salaries
25 and fixed costs for both the rental and retail business operations will average \$60,084 per
26 month, and that monthly revenues during that time will average \$78,0742 per month, or
27 approximately \$936,889 on an annualized basis. Revenues and expenses from rental
28 operations will increase annually thereafter as set forth in Exhibit C. The Debtor generated

1 rental revenues for twelve months and retail operations for two months, in the amount of
2 \$809,078 during 2009 which was lower than expected due to the poor economy. This case
3 was filed in November 2009, during the Center's slow period. Because the Center is
4 primarily an outdoors place, most of the customer traffic occurs in the late Spring through
5 mid-Fall time of year. In order to compete with neighboring Malls and Centers, the
6 Debtor has had to offer new tenants substantial concessions as part of the rental
7 agreements. Reduced rental income is likely to continue through the first two quarters of
8 2011 . Thereafter the rental income will gradually increase as the new tenant's start-up
9 rental periods expire and older tenants' income increases. Prior to the economic downturn,
10 and once the Center fully opened for business, the Debtor's revenues from rental income
11 activities only averaged \$142,381/month. Based upon the outstanding leases, and the
12 Debtor's experience since 2006, the Debtor believes that annual income for the Plan Year
13 beginning August 1, 2010 for rental activities only will be \$746,889 for Plan year
14 beginning August 1, 2011 for rental activities only will be \$961,261, and will increase
15 annually thereafter as the economy improves.
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19 Lisa Powers, the principal of the Debtor, will contribute \$150,000 - \$200,000 in
20 additional monies to fund operations and make the payments to administrative, priority and
21 small unsecured creditors. The monies will come from her personal assets. For purposes
22 of the projections attached hereto, the Debtor has used the figure of \$170,000.

23 Ms. Powers has been working hard since the filing of this Chapter 11 case to
24 streamline and organize the debtor's administrative systems, work out an operating budget
25 for the Company and to keep expenses under control. These efforts have resulted in better
26 profits to the Debtor in recent months. The Debtor has incurred no debt since the case was
27 filed.
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VIII. REMEDIES FOR FAILURE TO COMPLY WITH PLAN

Should the Debtor fail to comply with the terms of this Plan, creditors shall have all their rights and remedies as provided by the Bankruptcy Code, including, but not limited to, the filing of a motion for conversion of the case to Chapter 7 or the appointment of a Trustee. The Chapter 11 case shall remain open until the plan has been substantially consummated and all post-confirmation Court activity in contemplation is concluded.

IX. CONCLUSION

The Debtor respectfully requests that the Creditors give favorable consideration to the Debtor's Plan of Reorganization.

Dated: 5/20/2010

QUARRY PONDS, LLC

By: /s/ Lisa Powers
LISA POWERS,
Responsible Individual

Dated: 5/20/2010

LAW OFFICE OF RUTH AUERBACH

By: /s/ Ruth Elin Auerbach
RUTH ELIN AUERBACH
Attorney for Debtor

EXHIBIT A: JARRY PONDS CENTER: PLAN OF REORGANIZATION RENT PROJECTION FOR YEARS BEGINNING AUGUST 2010 THRU AUGUST 20																						
ORIGINAL OR NEW TENANT	REV DATE	Suite	Tenant Name	GLA (sq. ft.)	Common Area	Total (sq. ft.)	Lease Term	Lease Option	ORIGINAL Rate Per Sq. Ft.	ORIGINAL Mo. Min. Rent	7-2010 YR CURRENT Rate / SF YEAR 1	CURRENT Base Rent YEAR 1	CURRENT NNN	* means estimate of net rent for 12 mo period	8-2011 YR Projected Base Rent YEAR 2	8-2011 YR Projected NNN	8-2011 YR Projected NNN	8-2012 YR Projected Rent/ SF YEAR 3	8-2012 YR Projected Base Rent YEAR 3	8-2012 YR Projected NNN		
pending	A	110	lease/ LOI pending: Jasper, MD	1,398	32	1,430	3	2 / 3 yrs	\$ 1.50	\$ 2,145	\$ 1.00	\$ 2,145	1,216	1.25	1,788	1,216		1.50	2,145	1,216		
pending	A	120	lease/ LOI pending: Jasper, MD	1,521	54	1,575	3	2 / 3 yrs	\$ 1.50	\$ 2,363	\$ 1.00	\$ 1,575	1,339	1.25	1,969	1,339		1.50	2,363	1,339		
	A	130	NOW VACANT; meeting room use	1,257	48	1,305					irregular	irregular	irregular	***below	0.50	653	irregular	***below	1.00	1,305	1,109	
original	A	140	J. Christiaan Spa/Salon	3,201	53	3,254	60 mo.	2 / 3 yrs.	\$ 3.45	\$ 11,226	\$ 1.15	\$ 3,742	2,766	1.35	4,393	2,766		1.50	4,881	2,766		
			Bldg. A Leased	3,201	53	3,254					greater of \$2.00 base/NNN or 20% of net sales											
			Bldg. A Pending	2,919	86	3,005						\$ 3,742	2,766									
			Bldg. A Not Leased	1,257	48	1,305						\$ 3,720	2,554									
			Bldg. A Sub-Total:	7,377	187	7,564						\$ 7,462	5,320							10,694	6,429	
original	B	110	Hawks Restaurant	4,724	74	4,798	120 mo.	2 / 5 yrs.	\$ 3.25	\$ 15,594	\$ 1.50	\$ 7,197	4,078	1.65	7,917	4,078		1.75	8,397	4,078		
	B	120	NOW VACANT	1,230	230	1,460	36 mo.	1 / 3 yrs.	\$ -	\$ -	\$ -	\$ -		***below	0.50	730	628	***below	1.00	1,460	1,241	
new 8/09	B	130	Engaged Wedding Library	506	95	601	36 mo.	1 / 3 yrs.	\$ 2.15	\$ 1,292	\$ 2.15	\$ 1,292	511	per 2009 lease	2.25	1,352	511	per 2009 lease	2.28	1,370	511	
	B	140	NOW VACANT	655	121	776	12 mo.	n/a						***below	1.00	776	334	***below	1.25	970	660	
	B	150	NOW VACANT: new Speakeasy Mtg	910	170	1,080					irregular	irregular	irregular	irregular	irregular	irregular	irregular	irregular	irregular	irregular	918	
original	B	160	The Clay Corner	413	76	489	36 mo.	1 / 3 yrs.	\$ 3.45	\$ 1,687	\$ 2.15	\$ 1,051	416	renewing for 3 yrs	2.15	1,051	416	per new lease	2.35	1,149	416	
new 4/10	B	170	CAPITOL CELLARS; lease in signing	2,014	31	2,045	60 mo	3/5 yrs.	\$ 1.50	\$ 3,068	\$ 1.50	\$ 3,068	1,738	will occupy 6/1/10; liquor license problem pending until 4/8/2010 hearing with ABC	1.50	3,068	1,738	6 months free rent; rent begins 1/1/2011	1.75	3,579	1,738	
			Bldg. B Leased	5,643	245	5,888						\$ 9,541	\$ 5,005									
			Bldg. B Pending	2,014	31	2,045						\$ 3,068	1,738									
			Bldg. B Not Leased	2,795	521	3,316																
			Bldg. B Sub-Total:	10,452	797	11,249						\$ 12,608	6,743								16,925	9,562
original	C	110	Toast plus office of 200 sf	2,945	43	2,988	72 mo.	2/ 5 yrs	\$ 3.75	\$ 11,205	\$ 1.50	\$ 4,482	2,540	1.65	4,930	2,540		1.75	5,229	2,540		
new 12/08	C	120	JD Gray's Jewellery Design	918	16	934	60 mo	2/3 yrs	\$ 2.00	\$ 1,868	\$ 2.50	\$ 2,335	794	2.50	2,335	794		2.50	2,335	794		
pending	C	130	lease pending: MUSIC SCHOOL	850	23	873	36 mo.	1/3 yrs	\$ 1.50	\$ 1,310	\$ 1.00	\$ 873	742	***below	1.50	1,310	742	***below	1.75	1,528	742	
	C	140	NOW VACANT	1,589	27	1,616								1.00	1,616	516		1.00	1,616	1,374		
pending	C	150	offer out: HOT ITALIAN PIZZA & PANINI	3,709	64	3,773	60 mos.	1/5 yrs.	\$ 2.00	\$ 7,546	\$ 1.50	\$ 5,660	3,207	Other parties working with:(2) Dale LaRose, authentic Italy based pizzeria group; (3) LOI coming in from local Sac Brewery by TRI Agent;	1.65	6,225	3,207		1.75	6,603	3,207	
			Bldg. C Leased	3,863	59	3,922						\$ 6,817	\$ 3,334									
			Bldg C Pending	4,559	87	4,646						\$ 6,533	\$ 3,949									
			Bldg. C Not Leased	1,589	27	1,616																
			Bldg. C Sub-Total:	10,011	173	10,184						\$ 13,350	7,283								17,311	8,656
original	D	110	Peet's Coffee & Tea	1,765	280	2,045	120 mo.	2 / 5 yrs	effective \$ 2.43	\$ 4,969	\$ 2.43	\$ 4,969	1,738	increase per original lease	2.43	4,969	1,738	2.76	5,644	1,738		

EXHIBIT A-1

JARRY PONDS CENTER: PLAN OF REORGANIZATION RENT PROJECTION FOR YEARS BEGINNING AUGUST 2010 THRU AUGUST 20													* means estimate of net rent for 12 mo period							
ORIGINAL OR NEW TENANT	REV DATE	Suite	Tenant Name	GLA (sq. ft.)	Common Area	Total (sq. ft.)	Lease Term	Lease Option	ORIGINAL Rate Per Sq. Ft.	ORIGINAL Mo. Min. Rent	7-2010 YR CURRENT Rate / SF YEAR 1	CURRENT Base Rent YEAR 1	\$.85 / sf CURRENT NNN	8-2011 YR Projection * Rent / SF YEAR 2	8-2011 YR Projected Base Rent YEAR 2	8-2011 YR Projected NNN YEAR 2	8-2012 YR Projected *Rent/ SF YEAR 3	8-2012 YR Projected Base Rent YEAR 3	8-2012 YR Projected NNN YEAR 3	
			does not pay for hallway attribution											***below			***below			
original	D	120	Artisan Meat & Fish	1,533	250	1,783	owned	owned	n/a	n/a	n/a	none	none	0.25	446	1,516	1.00	1,783	1,516	
			center owned & operated business until sold																	
pending	D	130	Lease pending: Tacqueria	389	59	448	12 mos.		\$ 1.50	\$ 672	\$ 0.50	\$ 224	381	1.50	672	381	1.50	672	381	
			center owned & operated business until sold											***below			***below			
new 1/09	D	150	Bay Gourmet Market	1,640	265	1,905	owned	owned	n/a	n/a	n/a	none	none	0.25	476	1,619	1.00	1,905	1,619	
			center owned & operated business until sold											***below			***below			
	D	160	NOW VACANT	1,422	221	1,643								0.25	411	706	0.75	1,232	1,397	
pending	D	170	Lease pending: Top Notch Limo/Concierge	498	74	572					\$ 1.00	\$ 572	486	1.25	715	486	2.00	1,144	486	
																	per 2009 lease			
new 1/10	D	190	Prestige Tailors	452	74	526	36 mos.	1/3 yrs	\$ 1.25	\$ 658	\$ 1.25	\$ 658	447	1.35	710	447	2.00	1,052	447	
																	per 2009 lease			
new 10/09	D	200	Sarkisian Kebab	1,613	251	1,864	36 mo.	1/3 yrs.	\$ 1.50	\$ 2,796	\$ 1.50	prepaid to 3/11	prepaid	1.65	3,076	802	2.00	3,728	1,584	
			still not open; opening pending per owner																	
		HALL	Quarry Ponds Center Events	-	1,474	1,474	n/a	n/a	n/a	variable	events only	variable	variable	variable	variable					
			Bldg. D Leased or Used	7,003	1,120	8,123						\$ 5,627	\$ 2,185							
			Bldg. D Pending	887	133	1,020						\$ 796	\$ 867							
			Bldg. D Not Leased	1,422	221	1,643														
			Hallway; used for public		1,474	1,474														
			Bldg. D Sub-Total:	9,312	2,948	12,260				n/a		\$ 6,423	3,052		11,475	7,695		17,160	9,168	
			TOTAL LEASED	19,710	1,477	21,187														
			PENDING LEASE NEGOTIATIONS	10,379	337	10,716														
			TOTAL NOT LEASED	7,063	817	7,880														
			Used for public		1,474	1,474														
			MEMO ONLY LINE																	
			QP TOTAL	37,152	4,105	41,257						\$ 39,842	\$ 22,398		\$ 51,586	\$ 28,519		\$ 62,089	\$ 33,816	
			PROJECTED MONTHLY RENTS									\$ 39,842	22,398		\$ 51,586	28,519		\$ 62,089	33,816	
			PROJECTED ANNUAL RENTS									\$ 478,109	268,780		\$ 619,037	342,224		\$ 745,070	405,787	
			LESS: NNN DEFICIENCY from then-projected Tenant Base									\$ (139,220)			\$ (65,776)			\$ (2,213)		
			LESS: VACANCY ASSUMPTION FOR PLAN YEAR 3 OF 10%															\$ (74,507)		
			LESS 3% REPAIR RESERVE for Years 1 & 2; and 5% beginning Year 3									\$ (14,343)			\$ (18,571)			\$ (37,253)		
			NET PROJECTED ANNUAL RENTS AFTER VACANCY PROVISION									\$ 324,546			\$ 534,689			\$ 631,096		
			OVERALL AVERAGE RENT PER SF PER MONTH FOR PLAN YEAR									\$ 0.68			\$ 1.29			\$ 1.31		
			CONDITION OF MARKET FOR CENTER OPERATIONS									Vacancy & re-start impact			Better			Stablized		

EXHIBIT A -2

QUARRY POND, LLC												
PROJECTED CASH FLOW: AUGUST 1, 2010 TO JULY 31, 2011												
* assumes sale of retail meat & fish shop to existing employees in November, 2010												
** assumes sale of retail produce market in April, 2011												
	AUGUST	SEPT	OCT	*NOV	*DEC	*JAN	*FEB	*MARCH	**APRIL	**MAY	**JUNE	**JULY
FUNDS INVESTED		170,000										
CASH BALANCE FWD	15,000	8,253	171,466	169,842	164,815	159,618	151,458	147,299	143,322	142,335	152,156	161,977
RECEIPTS:												
LEASE TERMINATION FEES	2,500	2,500	2,500	2,500								
TENANT SECURITY DEPOSITS	5,000	5,000	5,000									
RENTAL INCOME & NNN	55,000	55,000	58,000	58,000	59,665	58,000	62,000	62,000	62,000	72,408	72,408	72,408
RETAIL SALES	40,000	40,000	45,000	8,000	10,000	7,000	7,000	8,000	-	-	-	-
NET CASH INCOME	102,500	102,500	110,500	68,500	69,665	65,000	69,000	70,000	62,000	72,408	72,408	72,408
TOTAL CASH AVAILABLE	117,500	280,753	281,966	238,342	234,480	224,618	220,458	217,299	205,322	214,743	224,564	234,385
EXPENSES:												
INVENTORY/Cost of Sales	22,000	22,000	24,750	4,400	5,500	3,850	3,850	4,400	-	-	-	-
ADVERTISING & MARKETING	750	750	750	750	750	750	750	750	750	750	750	750
ALARM & PHONE LINES	400	400	400	400	400	400	400	400	400	400	400	400
BANK CHARGES	25	25	25	25	25	25	25	25	25	25	25	25
EMPLOYEE BENEFITS	750	750	750	750	950	950	950	950	950	950	950	950
HARDSCAPE & Awning Maint	250	250	250	250	250	250	250	250	250	250	250	250
HVAC MAINTENANCE	500	500	500	500	500	500	500	500	500	500	500	500
INSURANCE - Facility	1,950	1,950	1,950	1,950	1,950	1,950	1,950	2,200	2,200	2,200	2,200	2,200
INSURANCE - Workm/Comp	2,000	2,000	2,000	400	400	400	400	400	400			
JANITORIAL & CLEANING	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500
LANDSCAPE & GROUNDS	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
LICENSES & PERMITS	200	200	200	200	200	200	200	200	200	200	200	200
MISC GENERAL EXP.	500	500	500	500	500	500	500	500	500	500	500	500
OFFICE SUPPLIES	100	100	100	100	100	100	100	100	100	100	100	100
OUTSIDE SERVICES	400	400	400	400	400	400	400	400	400	400	400	400
PARKING LOT MAINT	125	125	125	125	125	125	125	125	125	125	125	125
SITE MANAGMT WAGES	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300
SITE REPAIR/MAINT WAGES	250	250	250	250	250	250	250	250	250	250	250	250
SITE OFFICE & STORAGE	550	550	550	550	550	550	550	550	550	550	550	550
REFUSE PICK-UP	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250
REPAIRS	500	500	500	500	500	500	500	500	500	500	500	500
SALARY - MANAGMT	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500

QUARRY POND, LLC												
PROJECTED CASH FLOW: AUGUST 1, 2010 TO JULY 31, 2011												
* assumes sale of retail meat & fish shop to existing employees in November, 2010												
** assumes sale of retail produce market in April, 2011												
	AUGUST	SEPT	OCT	*NOV	*DEC	*JAN	*FEB	*MARCH	**APRIL	**MAY	**JUNE	**JULY
PAYROLL TAX EXP - Realty	300	300	300	300	300	300	300	300	300	300	300	300
PROPERTY TAXES	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333
PUBLIC RELATIONS	750	750	750	750	750	750	750	750	750	750	750	750
TENANT EVENT COSTS	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
SUPPLIES - Realty	250	250	250	250	250	250	250	250	250	250	250	250
SECURITY & SITE MAINT.	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250
TELEPHONE & internet - Realty	200	200	200	200	200	200	200	200	200	200	200	200
TELEPHONE & internet - Retail	450	450	450	200	200	200	200	200				
UTILITIES: GAS/ELEC - Realty	2,200	2,200	2,200	2,200	2,200	2,200	2,200	2,200	2,200	2,200	2,200	2,200
UTILITIES: Retail	2,000	2,000	2,000	1,200	1,200	1,200	1,200	1,200				
UTILITIES: WATER	200	200	200	200	200	200	200	200	200	200	200	200
WEBSITE EXPENSES - Realty	800	800	800	800	800	800	800	800	800	800	800	800
STORAGE RENT	250	250	250	250	250	250	250	250	250	250	250	250
CREDIT CARD FEES	660	700	788	140	175	123	123	140	-	-	-	-
MISC FEES	200	200	200	200	200	200	200	200	200	200	200	200
LAUNDRY / LINEN	200	200	200	100	100	100	100	100				
LEGAL & PROFESSIONAL	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
WAGES - RETAIL STORES	18,000	18,000	18,000	4,500	4,500	4,500	4,500	4,500				
PAYROLL TAX - Retail	1,800	1,800	1,800	450	450	450	450	450	-	-	-	-
TOTAL OPERATING EXPENSES	80,143	80,183	83,021	44,423	45,758	44,056	44,056	44,873	33,883	33,483	33,483	33,483
CHAPTER 11 PAYMENTS - monthly	29,104	29,104	29,104	29,104	29,104	29,104	29,104	29,104	29,104	29,104	29,104	29,104
TOTAL PAYMENTS	109,247	109,287	112,125	73,527	74,862	73,160	73,160	73,977	62,987	62,587	62,587	62,587
ENDING CASH BALANCE	8,253	171,466	169,842	164,815	159,618	151,458	147,299	143,322	142,335	152,156	161,977	171,798
EXHIBIT C												

EXHIBIT C, P. 2 OF 4 EXHIBIT C, P. 3 OF 4 EXHIBIT C, P. 4 OF 4

YEAR
TOTAL
10,000
15,000
746,889
165,000
936,889
90,750
9,000
4,800
300
10,600
3,000
6,000
24,650
8,400
18,000
30,000
2,400
6,000
1,200
4,800
1,500
15,600
3,000
6,600
15,000
6,000
18,000

YEAR
TOTAL
3,600
99,996
9,000
24,000
3,000
15,000
2,400
2,350
26,400
12,000
2,400
9,600
3,000
2,848
2,400
1,100
12,000
76,500
7,650
600,844
349,248
950,092

NET PRESENT VALUE CALCULATOR

	Investment/ Project A	Investment/ Project B
Discount Rate :	5.65%	
Period (Year) :	15	
Initial Cash Flow :		
Project NPV :	11,104,345.61	
Difference :		
Percentage :		

Y	Cashflow	Y
0	0	
1	337,250.00	
2	475,000.00	
3	565,000.00	
4	570,000.00	
5	600,000.00	
6	670,000.00	
7	705,000.00	
8	750,000.00	
9	830,000.00	
10	870,000.00	
11	915,000.00	
12	965,000.00	
13	1,000,000.00	
14	1,040,000.00	
15	10,362,806.00	

EXHIBIT D-1

VISIT EXCELTEMPLATE.NET FOR MORE TEMPLATES

NET PRESENT VALUE CALCULATOR

	Investment/ Project A	Investment/ Project B
Discount Rate :	6.00%	
Period (Year) :	15	
Initial Cash Flow :		
Project NPV :	10,718,424.08	
Difference :		
Percentage :		

Y	Cashflow	Y
0	0	
1	337,250.00	
2	475,000.00	
3	565,000.00	
4	570,000.00	
5	600,000.00	
6	670,000.00	
7	705,000.00	
8	750,000.00	
9	830,000.00	
10	870,000.00	
11	915,000.00	
12	965,000.00	
13	1,000,000.00	
14	1,040,000.00	
15	10,362,806.00	

EXHIBIT D-2

VISIT EXCELTEMPLATE.NET FOR MORE TEMPLATES

NET PRESENT VALUE CALCULATOR

	Investment/ Project A	Investment/ Project B
Discount Rate :	6.50%	
Period (Year) :	15	
Initial Cash Flow :		
Project NPV :	10,196,539.21	
Difference :		
Percentage :		

Y	Cashflow	Y
0	0	
1	337,250.00	
2	475,000.00	
3	565,000.00	
4	570,000.00	
5	600,000.00	
6	670,000.00	
7	705,000.00	
8	750,000.00	
9	830,000.00	
10	870,000.00	
11	915,000.00	
12	965,000.00	
13	1,000,000.00	
14	1,040,000.00	
15	10,362,806.00	

EXHIBIT D-3

VISIT EXCELTEMPLATE.NET FOR MORE TEMPLATES

NET PRESENT VALUE CALCULATOR

	Investment/ Project A	Investment/ Project B
Discount Rate :	7.00%	
Period (Year) :	15	
Initial Cash Flow :		
Project NPV :	9,707,077.78	
Difference :		
Percentage :		

Y	Cashflow	Y
0	0	
1	337,250.00	
2	475,000.00	
3	565,000.00	
4	570,000.00	
5	600,000.00	
6	670,000.00	
7	705,000.00	
8	750,000.00	
9	830,000.00	
10	870,000.00	
11	915,000.00	
12	965,000.00	
13	1,000,000.00	
14	1,040,000.00	
15	10,362,806.00	

EXHIBIT D-4

VISIT EXCELTEMPLATE.NET FOR MORE TEMPLATES

NET PRESENT VALUE CALCULATOR

	Investment/ Project A	Investment/ Project B
Discount Rate :	7.22%	
Period (Year) :	15	
Initial Cash Flow :		
Project NPV :	9,501,394.41	
Difference :		
Percentage :		

Y	Cashflow	Y
0	0	
1	337,250.00	
2	475,000.00	
3	565,000.00	
4	570,000.00	
5	600,000.00	
6	670,000.00	
7	705,000.00	
8	750,000.00	
9	830,000.00	
10	870,000.00	
11	915,000.00	
12	965,000.00	
13	1,000,000.00	
14	1,040,000.00	
15	10,362,806.00	

EXHIBIT D-5

VISIT EXCELTEMPLATE.NET FOR MORE TEMPLATES

QUARRY POND, LLC PLAN OF REORGANIZATION - SCHEDULE OF ALL CREDITOR PAYMENTS TO BE MADE UNDER THE PLAN									
Assumes debtor investment of \$170,000 at date of Initiation of Plan of September 1, 2011									
	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9
	PROJECTED	\$9,500,000	LENDER	SECURED &	SECURED	Less than \$5,000	More than \$5,000	PROJECTED	LENDERS'
PLAN	NET	VALUE	1111(b)	UNSECURED	FINANCING	SMALL	GENERAL UNSEC.	ANNUAL	CUMULATIVE
YEAR	INCOME	PAYMENT	PAYMENT	TAX CLAIMS	LEASE	CREDITOR	CREDITOR	NET CASH	DEFERRED
		RATE	STREAM		PAYMENTS	PAYMENTS	PAYMENTS	FLOW	CASH PAYMENTS
1	324,546	3.40%	323,000		12,000	12,768	5,000	(28,222)	323,000
2	534,689	5.00%	475,000	18,373	15,000	12,768	10,000	3,548	798,000
3	631,096	5.65%	565,000	18,373	15,000	12,768	15,000	4,955	1,363,000
4	649,800	5.65%	570,000	18,373	18,000	-	40,000	3,427	1,933,000
5	693,120	5.65%	595,000	19,173	23,142	-	48,800	7,005	2,528,000
6	736,440	5.65%	670,000		-	-	56,644	9,796	3,198,000
7	779,760	5.65%	705,000	-	-	-	60,250	14,510	3,903,000
8	823,080	5.65%	750,000	-	-	-	60,250	12,830	4,653,000
9	866,400	5.65%	790,000	-	-	-	60,250	16,150	5,443,000
10	909,720	5.65%	835,000	-	-	-	60,250	14,470	6,278,000
11	953,040	5.65%	875,000	-	-	-	60,250	17,790	7,153,000
12	996,360	5.65%	915,000	-	-	-	60,250	21,110	8,068,000
13	1,039,680	5.65%	965,000	-	-	-	60,250	14,430	9,033,000
14	1,083,000	5.65%	1,008,000	-	-	-	60,250	14,750	10,041,000
15	1,126,320	5.65%	1,050,000	-	-	-	60,241	16,079	11,091,000
Balloon			9,564,056						20,655,056
TOTALS	12,147,051		20,655,056	74,292	83,142	38,304	717,685		
SCHEDULED PAYMENT LEGEND:									
Column 1	Projected Annual Net Income from the property and retail businesses; see Exhibit B								
Column 2	Proposed collateral value amount rate of "interest" to be paid over the term of the Plan								
Column 3	Proposed Sec. 1111(b) total lender payments to be paid over the term of the Plan								
Column 4	Secured Tax Claims of \$74,292 existing at time of Plan initiation to be during Years 2 through 5 of the Plan								
Column 5	Proposed Secured Financing Lease Creditor claim of \$83,142 to be paid over the first five years of the Plan								
Column 6	Proposed Small Creditor (less than \$5,000 each) debt claims of \$38,304 to be paid 100% in full quarterly in Plan Years 1, 2, and 3 in equal amounts								
Column 7	Proposed General Unsecured Creditor claims (more than \$5,000 each) of \$717,685 to be paid 100% over fifteen years beginning in Plan Year 1								
Column 8	Projected annual net cash flow of debtor under the terms of the Plan								
Column 9	Proposed Lenders' cumulative deferred cash payments under Sec. 1111(b) election amount to be over the term of the Plan including scheduled annual and final balloon payment								
					EXHIBIT E				

