

1 JOSEPH A. EISENBERG P.C. (SBN 52346)
THOMAS M. GEHER (SBN 130588)
2 CAROLINE R. DJANG (SBN 216313)
JEFFER, MANGELS, BUTLER & MARMARO LLP
3 1900 Avenue of the Stars, Seventh Floor
Los Angeles, California 90067
4 Telephone: (310) 203-8080
Facsimile: (310) 203-0567
5 Email: jae@jmbm.com
tgeher@jmbm.com
6 cdjang@jmbm.com

7 Attorneys for Debtor and Proposed Attorneys for
Debtor in Possession SHALAN ENTERPRISES, LLC
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10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
12 **LOS ANGELES DIVISION**

13 In re
14 SHALAN ENTERPRISES, LLC,
15 Debtor.

) Case No.: 2:09-bk-43263-SB

) Chapter 11

) **NOTICE OF EMERGENCY MOTION AND**
) **EMERGENCY MOTION OF DEBTOR IN**
) **POSSESSION FOR ORDER:**
) **(1) GRANTING INTERIM USE OF CASH**
) **COLLATERAL; (2) GRANTING**
) **REPLACEMENT LIENS; (3)**
) **SCHEDULING AND ESTABLISHING**
) **DEADLINES RE FINAL HEARING ON**
) **PERMANENT USE OF CASH**
) **COLLATERAL; AND (4) AFTER**
) **CONCLUSION OF FINAL HEARING,**
) **AUTHORIZING PERMANENT USE OF**
) **CASH COLLATERAL; MEMORANDUM OF**
) **POINTS AND AUTHORITIES; AND**
) **DECLARATION OF ALAN RAPOPORT IN**
) **SUPPORT THEREOF**

) **Hearing:**

) Date : [To be set]

) Time : [To be set]

) Place: Courtroom 1575
) 255 East Temple Street
) Los Angeles, California 90012

1 **TO THE HONORABLE SAMUEL L. BUFFORD, UNITED STATES BANKRUPTCY JUDGE, ALL**
2 **SECURED CREDITORS, AND THE OFFICE OF THE UNITED STATES TRUSTEE:**

3 **PLEASE TAKE NOTICE** that on [date], at [time], in Courtroom 1575, located at 255 East
4 Temple Street, Los Angeles, California 90012, SHALAN ENTERPRISES, LLC, debtor and debtor in
5 possession herein ("Debtor"), will and does hereby move (the "Motion") for an Order:

6 1. Authorizing Debtor to use, in accordance with the 16-week cash flow projections
7 (the "Budgets") appended to the attached Declaration of Alan Rapoport (the "Rapoport Decl."), the
8 rents, issues, profits and putative cash collateral associated with the thirty-four (34) income
9 producing residential real properties owned and operated by Debtor, located throughout California
10 and Arizona, as identified on Exhibit "A" attached to the Rapoport Decl. (collectively, the
11 "Properties"), on hand as of the date of the filing of the voluntary petition herein and whenever
12 acquired thereafter in which Debtor's bankruptcy estate and entities other than the estate have an
13 interest, in this case, GMAC Mortgage, First Bank, Perry and Rita Klein, Wells Fargo Bank, Bank of
14 America, First Horizon and Citimortgage (collectively, the "Secured Creditors"), on an interim basis,
15 pending a final hearing so as to avoid immediate and irreparable harm to Debtor's bankruptcy
16 estate;

17 2. Granting the Secured Creditors replacement liens in postpetition rents, issues and
18 profits of the Properties, to the extent of any diminution in value of the Secured Creditors' interest
19 in prepetition cash collateral associated with the Properties;

20 3. Scheduling and establishing deadlines regarding a final hearing on Debtor's use of
21 cash collateral on a permanent basis ("Final Hearing");

22 4. Following the Final Hearing, permanently authorizing Debtor to use cash collateral
23 in the ordinary course of its business during the pendency of its bankruptcy case; and

24 5. Granting such other and further relief as the Court may deem just and proper.

25 This Motion is based on this Notice of Motion and Motion, the appended Memorandum of
26 Points and Authorities and the Rapoport Decl., and such other oral and/or documentary evidence
27 as may be properly submitted to the Court at or before the hearing on the Motion.

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1 The Motion is further based on the grounds that: (1) the rents, revenues and other income
2 collected from the Properties are critical to Debtor's operation and the maintenance and operation
3 of the Properties; and (2) the Secured Creditors are adequately protected because: (a) as reflected
4 in the Budgets, the utilization of the putative cash collateral will generate replacement collateral
5 equal to or in excess of the cash collateral to be used by Debtor; (b) the Properties, collectively,
6 have equity; (c) Debtor is and shall remain current on its financial obligations to the Secured
7 Creditors; and (d) the maintenance and operation of the Properties will preserve and enhance the
8 value of the Secured Creditors' collateral.

9 **PLEASE TAKE FURTHER NOTICE** that any party in interest intending to oppose the relief
10 sought in the Motion may file and serve an answering memorandum of points and authorities,
11 declarations and copies of all evidence on which the responding party intends to rely up to the
12 time of the hearing on the Motion. Failure to timely file and serve opposition papers and/or to
13 attend the scheduled hearing on the Motion may be deemed by the Court to constitute consent to
14 the relief requested.

15 Dated: December 2, 2009

JEFFER MANGELS BUTLER & MARMARO LLP

17 By: /s/ Joseph A. Eisenberg
18 JOSEPH A. EISENBERG P.C.
19 Proposed Attorneys for Debtor
20 and Debtor in Possession
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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I.**

3 **INTRODUCTION**

4 Debtor is in the business of owning, operating and leasing the Properties as income
5 producing single family residences. Debtor commenced this chapter 11 case to manage the effect
6 of that ultimate judgment, in the approximate sum of \$3,100,000, entered against Alan Rapoport
7 ("Rapoport") in that litigation pending in the Nevada state courts entitled *Perry Klein and Rita Klein*
8 *v. Alan Rapoport; Alan and Shelley Rapoport Family Trust Dated October 15, 1999, et al.* (the
9 "Klein Litigation"). Debtor is not a party to the Klein Litigation, however, pursuant to an order of
10 the Nevada state court, certain real property of Debtor was pledged to plaintiffs, Perry Klein and
11 Rita Klein ("Klein"), to act as a bond for Rapoport's appeal of the initial larger adverse judgment
12 entered in the Klein Litigation. After Rapoport's partially successful appeal was completed, which
13 reduced the judgment against Rapoport to approximately \$3,100,000 (the "Klein Judgment"), Klein
14 began to take steps to enforce the Klein Judgment. In order to prevent the forced liquidation, at
15 fire sale prices, of that real property pledged by Debtor to secure the Klein Judgment, Debtor
16 commenced this chapter 11 case.

17 As shown by the Budgets and the Rapoport Decl., the Properties, collectively, have equity
18 and will produce replacement "cash collateral" which will be equal to or greater than the cash
19 collateral used by Debtor. Further, Debtor, during the pendency of this case, will be able to
20 remain current on the Properties' mortgages by making the regularly scheduled monthly payments
21 to the Secured Creditors on account of their secured claims. By this Motion, Debtor further
22 requests that the Court authorize Debtor to pay the shortfall from its Negative Cash Flow
23 Properties¹ using the cash generated from its Positive Cash Flow Properties,² which Debtor has
24 done throughout its existence.

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27 ¹ Hereinafter defined.

28 ² Hereinafter defined.

1 Pursuant to the Supreme Court decision in United Savings Association v. Timbers of Inwood
2 Forest Associates, 108 S.Ct. 626, 629 (1988) ("Timbers"), and subsequent case law, the Secured
3 Creditors are adequately protected. Accordingly, the Court should authorize Debtor to use cash
4 collateral as set forth in the Budgets attached to the Rapoport Decl.

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6 **II.**

7 **STATEMENT OF FACTS**

8 **A. The Properties.**

9 Debtor was formed in 1999, for the purpose of owning, operating and leasing and/or
10 selling, the Properties. The combined fair market value of the Properties is believed to be in
11 excess of \$12,500,000 (Rapoport Decl. at ¶ 11), while the combined secured debt held by all the
12 Secured Creditors is \$7,250,095.07. Id. Attached to the Rapoport Decl. as Exhibit "A" is a list of
13 each of the Properties, the amount of secured debt against each property (if any), the name(s) of
14 the lienholders (if any) on each property, and the equity in each property (if any).

15
16 As shown by Exhibit "A" to the Rapoport Decl., the following nineteen (19) properties have
17 equity: (1) 5823 Cape Horn Drive, Agoura Hills, CA 91301; (2) 10246 E Calle Cadiz, Tucson, AZ
18 85747; (3) 9942 East Deer Trail, Tucson, AZ 85748; (4) 10273 E Falcon Point, Tucson, AZ 85730;
19 (5) 9195 E Ironbark, Tucson, AZ 85747; (6) 9457 E Lilly Bay Loop, Tucson, AZ 85710; (7) 9123 E
20 Placita Arroyo Seco, Tucson, AZ 85710; (8) 9881 E Wind Dancer Dr, Tucson, AZ 85748; (9) 9143
21 E 33rd Street, Tucson, AZ 85710; (10) 1674 Glenbrock, Newbury Park, CA 91320; (11) 6017
22 Hackers Lane, Agoura Hills, CA 91301; (12) 125 Los Vientos Drive, Newbury Park, CA 91320;
23 (13) 13 Marty Court, Newbury Park, CA 91320; (14) 2165 N. Camino Agrios, Tucson, AZ 85715;
24 (15) 2139 N Creek Vista, Tucson, Arizona 85749; (16) 3760 N Lost Chestnut, Tucson, AZ 85719;
25 (17) 30865 Overfall Drive, Westlake Village, CA 91362; (18) 3016 S Elinore Drive, Tucson, AZ
26 85730; and (19) 2342 S Via De Dos Arroyos, Tucson, AZ 85710.

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28 In addition, a line of credit from First Bank in the amount of \$1,593,537.00 is secured by
the following ten properties: (1) 5827 Cape Horn Drive, Agoura Hills, CA 91301; (2) 5834 Cape

1 Horn Drive, Agoura Hills, CA 91301; (3) 5883 Cape Horn Drive, Agoura Hills, CA 91301; (4) 5354
2 Captains Place, Agoura Hills, CA 91301; (5) 5322 Lakecrest Drive, Agoura Hills, CA 91301; (6)
3 5837 Lake Lindero Drive, Agoura Hills, CA 91301; (7) 30723 Mainmast Drive, Agoura Hills, CA
4 91301; (8) 30729 Mainmast Drive, Agoura Hills, CA 91301; (9) 30657 Passageway Place, Agoura
5 Hills, CA 91301; and (10) 5676 Slicers Circle, Agoura Hills, CA 91301 (the "First Bank Properties").

6 The estimated value of the First Bank Properties is \$4,620,000.00, which far exceeds the amount
7 of the collective liens on the First Bank Properties in the amount of \$1,802,119.52. Thus, the First
8 Bank Properties, collectively, have equity.
9

10 On or about September 2006, Perry and Rita Klein recorded second deeds of trust on five
11 of the Properties: (1) 552 Highview Street, Newbury Park, CA 91320; (2) 27312 Pinavette, Mission
12 Viejo, CA 92691; (3) 5645 Slicers Circle, Agoura Hills, CA 91301; (4) 21981 Sundowners Lane,
13 Lake Forest, CA 92630; and (5) 166 Walter Circle, Newbury Park, CA 91320 (the "Klein
14 Properties"). As a result of the Klein Judgment, and the subsequent recordation of second deeds
15 of trust, the Klein Properties lack equity.

16 Debtor's income is generated primarily from the collection of rents from the Properties. As
17 of the Petition Date, Debtor is current on all mortgage payments on the Properties. As shown by
18 the 16-week Budgets and cash flow projections concerning the Properties (Exhibit "B" to the
19 Rapoport Decl.), nineteen (19) of the Properties have positive cash flow (the "Positive Cash Flow
20 Properties"). While fifteen (15) of the Properties have negative cash flow (the "Negative Cash
21 Flow Properties"), the shortfall on the Negative Cash Flow Properties can be paid with the excess
22 cash generated by the Positive Cash Flow Properties. Debtor operated the Properties in this
23 manner pre-petition. As shown by Exhibit "B," Debtor's use of cash collateral does not cause a
24 diminution of the value of the Secured Creditors' collective collateral and preserves and protects
25 the Properties. Furthermore, the Secured Creditors' interests are protected by a substantial equity
26 cushion.
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1 **D. The Commencement of the Case.**

2 To prevent Perry and Rita Klein from foreclosing on certain of the Properties, and to
3 preserve the equity and value therein, Debtor was compelled to file this chapter 11 case and did so
4 on November 25, 2009.

5 No trustee has been appointed herein, and Debtor continues in possession of the Properties
6 *qua* debtor in possession.

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8 **III.**

9 **DISCUSSION**

10 **A. STATUTORY PROVISIONS REGARDING CASH COLLATERAL USE**

11 **1. The Provisions of the Bankruptcy Code**

12 Section 363(c)(2) of the Bankruptcy Code permits the use of cash collateral under
13 subsection (c)(1) if one of two alternative circumstances exist:

14 (A) each entity that has an interest in such cash collateral consents; or

15 (B) the court, after notice and a hearing, authorizes such use, sale, or
16 lease in accordance with the provisions of this section.

17 11 U.S.C. § 363(c)(2).

18 Section 363(c)(3) further provides that, in connection with a debtor's use of cash collateral
19 over the objection of a secured creditor:

20 (3) Any hearing under paragraph (2)(B) of this subsection may be a
21 preliminary hearing or may be consolidated with a hearing under subsection
22 (e) of this section, but shall be scheduled in accordance with the needs of
23 the debtor. If the hearing under paragraph (2)(B) of this subsection is a
24 preliminary hearing, the court may authorize such use, sale, or lease only if
there is a reasonable likelihood that the trustee will prevail at the final
hearing under subsection (e) of this section. The court shall act promptly on
any request for authorization under paragraph (2)(B) of this subsection.

25 11 U.S.C. § 363(c)(3). Section 363(e) requires that an entity that asserts an interest in a debtor's
26 cash collateral receive "adequate protection" of its interest as that term is defined in § 361. 11
27 U.S.C. § 363(e).

1 The Secured Creditors allegedly have an interest in the cash generated by the Properties.
2 Debtor requires the use of such cash collateral to operate, maintain and preserve the Properties, to
3 render the services required by the occupants thereof and to conduct the day-to-day business
4 operations of Debtor.

5 Even if a secured creditor does not consent to Debtor's use of cash collateral, this Court
6 may authorize Debtor to use cash collateral under § 363(c)(2)(B), provided that Debtor can
7 adequately protect the secured creditor's interest in accordance with §§ 363(c) and 361. It is
8 indisputable that, under the facts of this case, the interests of the Secured Creditors are
9 adequately protected and that the use of the putative cash collateral is appropriate in this matter.

10 **2. The Provisions of the Bankruptcy Rules**

11 Debtor is requesting both interim and final authorization for use of cash collateral, pursuant
12 to Bankruptcy Rule 4001. Rule 4001(b)(2) provides that:

13 "The court may commence a final hearing on a motion for authorization to
14 use cash collateral no earlier than 15 days after service of the motion. If the
15 motion so requires, the court may conduct a preliminary hearing before such
16 15 day period expires, but the court may authorize the use of only that
17 amount of cash collateral as is necessary to avoid immediate and irreparable
18 harm to the estate pending a final hearing."

19 In order to avoid immediate and irreparable harm to Debtor's estate, Debtor seeks to use
20 cash collateral on an interim basis (i) for the payment of necessary maintenance, preservation and
21 operating expenses of the Properties, and (ii) for operation of the general operating expenses to
22 be incurred by this chapter 11 estate.

23 With respect to a final hearing on the Motion, Debtor desires Court approval of a
24 permanent Budgets for the use of cash collateral to pay ordinary expenses, corresponding to the
25 figures indicated on the attached 16-week Budgets for the Properties.
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1 **B. THE COURT SHOULD AUTHORIZE DEBTOR TO USE CASH COLLATERAL ON**
2 **BOTH AN INTERIM AND A LONG TERM BASIS**

3 **1. The Secured Creditor Is Adequately Protected Because Debtor's**
4 **Use of Cash Collateral Will Enhance the Value of the Collateral**

5 A debtor may use cash collateral to operate property where the debtor's proposed use of
6 cash collateral increases the value of the property. See, e.g., In re Franklin Pembroke Venture II,
7 105 B.R. 276, 278 (Bankr. E.D. Pa. 1989) ("Franklin"). In Franklin, the secured creditor opposed
8 the debtor's motion to use cash collateral. The debtor in Franklin was a single asset real estate
9 partnership which desired to increase the occupancy rate of its office building. The court in
10 Franklin stated the major issue in determining the appropriateness of the debtor's use of cash
11 collateral was whether the secured creditor's interests were adequately protected. The court
12 measured adequate protection in terms of whether the collateral was increasing or decreasing in
13 value. Id. at 278. The court held that the debtor met this adequate protection standard because
14 the increased occupancy enhanced the long-term appreciation of the secured creditor's collateral.
15 Id.

16 The facts in the present case confirm that adequate protection is being provided because
17 (i) with the exception of the five Klein Properties, there is adequate equity and equity cushion in
18 the Properties for the benefit of the Secured Creditors, (ii) Debtor can, from the Properties' income
19 pay all operating expenses, make certain payments to the Secured Creditors, and make full
20 regularly scheduled monthly mortgage payments at the nondefault interest rate. Thus, Debtor
21 contends that the Secured Creditors are adequately protected.

22 **C. THE POLICY OF FAVORING REORGANIZATION CALLS FOR GRANTING THE**
23 **CASH COLLATERAL MOTION.**

24 A bankruptcy court, where possible, should resolve issues presented in favor of
25 reorganization. In re Hoffman, 51 B.R. 42, 47 (Bankr. W.D. Ark. 1985) (relief from stay); In re
26 A&B Heating and Air Conditioning, Inc., 48 B.R. 401, 403-04 (Bankr. N.D. Fla. 1985) (injunction);
27 In re Heatron, Inc., 6 B.R. 493, 496 (Bankr. W.D. Mo. 1980) (cash collateral motion). As the
28 Heatron court stated in granting a debtor's motion to use cash collateral:

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At the beginning of the reorganization process, the Court must work with less evidence than might be desirable and should resolve issues in favor of the reorganization, where the evidence is conflicting.

6 B.R. at 496.

The Court of Appeals of the Tenth Circuit eloquently summarized the foregoing principle as follows:

"Because the ultimate benefit to be achieved by a successful reorganization inures to all the creditors of the estate, a fair opportunity must be given to the Debtors to achieve that end. Thus, while interests of the secured creditor . . . are of concern to the court, the interests of all the creditors also have bearing upon the question of whether use of cash collateral shall be permitted during the early stages of administration.

The first effort of the court must be to insure that the value of the collateral will be preserved. Yet, prior to confirmation of a plan of reorganization, the test of that protection is not the same measurements applied to the treatment of a secured creditor in a proposed plan. In order to encourage the Debtors' efforts in a formative period prior to the proposal of a reorganization, the court must be flexible in approving the adequate protection standard."

MBank Dallas, N.A. v. O'Conner (In re O'Conner), 808 F.2d at 1393, 1397 (10th Cir. 1987)
(emphasis added).

Debtor's interim and long term use of cash collateral will preserve the value of the Properties, and increase that value by generating more income from the Properties. On the other hand, the Secured Creditors will suffer no harm if this Court grants interim and long term relief. The collateral has substantial equity and the Secured Creditors are in no way deprived of the preservation of the Properties' going-concern value.

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IV.

CONCLUSION

Based upon the foregoing, the Secured Creditors are adequately protected by a substantial equity cushion, Debtor's continued operations, maintenance and preservation of the Properties and the enhanced value of the cash and other collateral. Accordingly, Debtor respectfully requests that this Court grant Debtor's motion to use cash collateral.

Dated: December 2, 2009

JEFFER MANGELS BUTLER & MARMARO LLP

By: /s/ Joseph A. Eisenberg P.C.
JOSEPH A. EISENBERG P.C.
Attorneys for Debtor and Proposed Attorneys for
Debtor in Possession

DECLARATION OF ALAN RAPOPORT

I, ALAN RAPOPORT, declare as follows:

1. I am [title] of SHALAN ENTERPRISES, LLC, a Nevada limited liability company, the debtor and debtor in possession herein ("Debtor"). I am familiar with the operations of Debtor, its financial statements and its books and records. I am authorized to make this declaration on behalf of Debtor.

2. I am familiar with each of the facts stated herein, and they are stated of my own personal knowledge. If called as a witness, I could and would competently testify with respect to the matters set forth herein. Each of the facts set forth in the Motion to which this declaration is attached are true and correct, to the best of my actual knowledge, information and belief.

3. I have read and assisted in preparation of the Motion to which this declaration is attached. Capitalized terms used in this declaration have the same meaning as such terms are given in the Motion.

4. Certain of the facts set forth in this declaration are based upon Debtor's business records. The documents and papers which comprise the business records of Debtor are maintained by persons whose duty it is to keep such records accurately and correctly. Said records are created by employees of Debtor by making a written record of each transaction or occurrence which relates to such events at or shortly after the time of such transaction or occurrence. I have reviewed certain of Debtor's business records prior to making this declaration.

5. I have prepared Debtor's cash flow projections, loan analysis and collateral analysis (the "Budgets") for the weeks of November 22, 2009, through February 28, 2010, for the Properties. The Budgets are attached to this declaration as Exhibit "B." Each of the line items for projected income and expenses for the Budgets period are generally consistent with historical income and expenses for the Properties.

6. The Budgets set forth projected income and collections on a weekly basis.

7. The Budgets set forth detailed line item expenses on a weekly basis.

1 8. The Budgets set forth a weekly analysis of the cash and other collateral. As set
2 forth therein, the value of Debtor's asset base for the Properties is projected to remain stable over
3 the Budgets period.

4 9. Debtor is in the business of owning, operating and leasing the Properties as income
5 producing residential buildings.

6 10. Debtor commenced this chapter 11 case to manage the effect of that ultimate
7 judgment, in the approximate sum of \$3,100,000, entered against Alan Rapoport ("Rapoport") in
8 that litigation pending in the Nevada state courts entitled *Perry Klein and Rita Klein v. Alan*
9 *Rapoport; Alan and Shelley Rapoport Family Trust Dated October 15, 1999, et al.* (the "Klein
10 Litigation"). Debtor is not a party to the Klein Litigation, however, pursuant to an order of the
11 Nevada state court, certain real property of Debtor was pledged to plaintiffs, Perry Klein and Rita
12 Klein ("Klein"), to act as a bond for Rapoport's appeal of the initial larger adverse judgment
13 entered in the Klein Litigation. After Rapoport's partially successful appeal was completed, which
14 reduced the judgment against Rapoport to approximately \$3,100,000 (the "Klein Judgment"), Klein
15 began to take steps to enforce the Klein Judgment. In order to prevent the forced liquidation, at
16 fire sale prices, of that real property pledged by Debtor to secure the Klein Judgment, Debtor
17 commenced this chapter 11 case.

18 11. Debtor was formed in 1999, for the purpose of owning, operating, and leasing
19 and/or selling, the Properties. Based on my knowledge of the Properties, the combined fair market
20 value of the Properties is in excess of \$12,500,000. As reflected in Debtor's Schedules, the
21 combined secured debt held by all the Secured Creditors is \$7,250,095.07. Attached hereto as
22 Exhibit "A" is a list of the Properties, the amount of secured debt against each property (if any),
23 the name(s) of the lienholders (if any) on each property, and the equity in each property (if any).

24 12. As shown by Exhibit "A," attached hereto, the following nineteen (19) properties
25 have equity: (1) 5823 Cape Horn Drive, Agoura Hills, CA 91301; (2) 10246 E Calle Cadiz, Tucson,
26 AZ 85747; (3) 9942 East Deer Trail, Tucson, AZ 85748; (4) 10273 E Falcon Point, Tucson, AZ
27 85730; (5) 9195 E Ironbark, Tucson, AZ 85747; (6) 9457 E Lilly Bay Loop, Tucson, AZ 85710; (7)
28 9123 E Placita Arroyo Seco, Tucson, AZ 85710; (8) 9881 E Wind Dancer Dr, Tucson, AZ 85748;

1 (9) 9143 E 33rd Street, Tucson, AZ 85710; (10) 1674 Glenbrock, Newbury Park, CA 91320; (11)
2 6017 Hackers Lane, Agoura Hills, CA 91301; (12) 125 Los Vientos Drive, Newbury Park, CA 91320;
3 (13) 13 Marty Court, Newbury Park, CA 91320; (14) 2165 N. Camino Agrios, Tucson, AZ 85715;
4 (15) 2139 N Creek Vista, Tucson, Arizona 85749; (16) 3760 N Lost Chestnut, Tucson, AZ 85719;
5 (17) 30865 Overfall Drive, Westlake Village, CA 91362; (18) 3016 S Elinore Drive, Tucson, AZ
6 85730; And (19) 2342 S Via De Dos Arroyos Tucson, AZ 85710.
7

8 13. In addition, a line of credit from First Bank in the amount of \$1,593,537.00 is
9 secured by the following ten properties: (1) 5827 Cape Horn Drive, Agoura Hills, CA 91301; (2)
10 5834 Cape Horn Drive, Agoura Hills, CA 91301; (3) 5883 Cape Horn Drive, Agoura Hills, CA
11 91301; (4) 5354 Captains Place, Agoura Hills, CA 91301; (5) 5322 Lakecrest Drive, Agoura Hills,
12 CA 91301; (6) 5837 Lake Lindero Drive, Agoura Hills, CA 91301; (7) 30723 Mainmast Drive,
13 Agoura Hills, CA 91301; (8) 30729 Mainmast Drive, Agoura Hills, CA 91301; (9) 30657
14 Passageway Place, Agoura Hills, CA 91301; (10) 5676 Slicers Circle, Agoura Hills, CA 91301 (the
15 "First Bank Properties"). The estimated value of the First Bank Properties is \$4,620,000.00, which
16 far exceeds the amount of the collective liens on the First Bank Properties in the amount of
17 \$1,802,119.52. Thus, the First Bank Properties, collectively, have equity.

18 14. On or about September 2006, Perry and Rita Klein recorded second deeds of trust
19 on five of the Properties: (1) 552 Highview Street, Newbury Park, CA 91320; (2) 27312 Pinavette,
20 Mission Viejo, CA 92691; (3) 5645 Slicers Circle, Agoura Hills, CA 91301; (4) 21981 Sundowners
21 Lane, Lake Forest, CA 92630; and (5) 166 Walter Circle, Newbury Park, CA 91320 (the "Klein
22 Properties"). As a result of the Klein Judgment, and the subsequent recordation of second deeds
23 of trust, the Klein Properties lack equity.

24 15. Debtor's income is generated from the collection of rents from the Properties. As of
25 the Petition Date, Debtor is current on all mortgage payments on the Properties. As shown by the
26 16-week Budgets and cash flow projections concerning the Properties (Exhibit "B"), nineteen (19)
27 of the Properties have positive cash flow (the "Positive Cash Flow Properties"). While fifteen (15)
28 of the Properties have negative cash flow (the "Negative Cash Flow Properties"), the shortfall on

1 the Negative Cash Flow Properties can be paid with the excess cash generated by the Positive
2 Cash Flow Properties. Debtor operated the Properties in this manner pre-petition.

3 I declare under penalty of perjury under the laws of the United States of America that the
4 foregoing is true and correct and that this declaration is executed at New York, New York, on this
5 1st day of December, 2009.

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8 ALAN RAPPOORT
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PRINTED ON
RECYCLED PAPER

EXHIBIT A

5823 CAPE HORN DRIVE
AGOURA HILLS, CA 91301

Legal Description:

PARCEL 4 OF PARCEL MAP 2281 AS PER MAP RECORDED IN BOOK 36 PAGES 58 OF PARCEL
MAPS IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY.

CURRENT VALUE: \$480,000.00

NO SECURED DEBT ON THIS PROPERTY

EQUITY = \$480,000.00

5827 CAPE HORN DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 5 AS SHOWN ON PARCEL MAP NO. 2281 AS PER MAP RECORDED IN BOOK 36 PAGE 56 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES, STATE OF CALIFORNIA.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

1. GMAC MORTGAGE
PO BOX 79135
PHOENIX, AZ 85062-9135
LOAN # 0307240420
PRINCIPAL BALANCE: \$31,434.31

2. FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties¹ is \$4,620,000.00, which far exceeds the amount of the collective liens on the First Bank Properties in the amount of \$1,802,119.52.

¹ As defined in the Motion.

5834 CAPE HORN DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 24 OF PARCEL MAP RECORDED IN BOOK 36, PAGE 58 OF PARCEL MAPS IN THE
OFFICE OF LOS ANGELES COUNTY, CALIFORNIA

CURRENT VALUE: \$460,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties² is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

² As defined in the Motion.

5883 CAPE HORN DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 43 OF PARCEL MAP 228 AS FILED IN BOOK 36 PAGE 58 OF PARCELS MAPS IN THE
OFFICE OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA.

CURRENT VALUE: \$440,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CALIFORNIA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties³ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

³ As defined in the Motion.

5354 CAPTAINS PLACE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

LOT 11 OF TRACT NO. 27899, IN THE CITY OF AGOURA HILLS , COUNTY OF LOS ANGELES,
STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 812, PAGES 84 TO 86 INCLUSIVE
OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM ALL OIL, GAS, HYDROCARBONS AND KINDRED SUBSTANCES LYING
BELOW A DEPTH OF 500 FEET FROM THE SURFACE OF SAID LAND, WITHOUT HOWEVER THE
RIGHT TO ENTER UPON THE SURFACE OF SAID LAND, AS PROVIDED IN AN INSTRUMENT
RECORDED IN BOOK D7477 PAGE 793, OFFICIAL RECORDS.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁴ is \$4,620,000.00, which far
exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of
\$1,802,119.52.

⁴ As defined in the Motion.

10246 E CALLE CADIZ
TUCSON, AZ 85747

LEGAL DESCRIPTION:

LOT 143 OF PUEBLO ESTRELLA AT RITA RANCH, PIMA COUNTY, ARIZONA, ACCORDING TO
THE MAP OF RECORD IN THE OFFICE OF THE COUNTY RECORDER, IN BOOK 48 OF MAPS,
PAGE 95.

CURRENT VALUE: \$220,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 30427
LOS ANGELES, CA 90030-0427

LOAN # 0224542233

PRINCIPAL BALANCE: \$71,447.48

EQUITY = \$148,552.52

9942 EAST DEER TRAIL
TUCSON, AZ 85748

LEGAL DESCRIPTION:

LOT 70 OF ARIZONA LA VICTORIA, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF
THE COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN BOOK 53 OF MAPS,
PAGE 25

CURRENT VALUE: \$200,000.00

SECURED DEBT:

BANK OF AMERICA
PO BOX 10219
VAN NUYS, CA 91410-0219

LOAN # 007050178

PRINCIPAL BALANCE: \$52,038.38

EQUITY = \$147,961.62

10273 E FALCON POINT
TUCSON, AZ 85730

LEGAL DESCRIPTION:

LOT 100, OF THE FINAL PLAT FOR AUSTIN POINT, ACCORDING TO THE PLAT OF RECORD IN
THE OFFICE OF THE COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN BOOK
48 OF MAPS, PAGE 60.

CURRENT VALUE: \$200,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 30427
LOS ANGELES, CA 90030-0427

LOAN # 0055928667

PRINCIPAL BALANCE: \$57,825.48

EQUITY = \$142,174.52

9195 E IRONBARK
TUCSON, AZ 85747

LEGAL DESCRIPTION:

LOT 355 OF SILVER PASS-PHASE II, A SUBDIVISION OF PIMA COUNTY, ARIZONA, ACCORDING
TO THE PLAT OF RECORD IN THE OFFICE OF PIMA COUNTY RECORDER IN BOOK 47 OF MAPS,
AT PAGE 46.

CURRENT VALUE: \$240,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 51965
LOS ANGELES, CA 90051-6265

LOAN # 0660683939

PRINCIPAL BALANCE: \$87,032.51

EQUITY = \$152,967.49

9457 E LILLY BAY LOOP
TUCSON, AZ 85710

LEGAL DESCRIPTION:

LOT 5, SIERRA DE ORO, A SUBDIVISION OF PIMA COUNTY, ARIZONA ACCORDING TO THE
RECORDS IN THE OFFICE OF THE PIMA COUNTY RECORDER IN BOOK 50 OF MAPS AND
PLATS, AT PAGE 5.

CURRENT VALUE: \$200,000.00

SECURED DEBT:

FIRST HORIZON
PO BOX 809
MEMPHIS, TN 38101-0809

LOAN # 0055160832

PRINCIPAL BALANCE: \$114,015.14

EQUITY = \$85,984.86

9123 E PLACITA ARROYO SECO
TUCSON, AZ 85710

LEGAL DESCRIPTION:

LOT 36 OF ARROYO RIDGE, A SUBDIVISION OF PIMA COUNTY, ARIZONA, ACCORDING TO
THE PLAT OF RECORD IN THE OFFICE OF THE PIMA COUNTY RECORDER IN BOOK 50 OF
MAPS AND PLATS AT PAGE 79.

CURRENT VALUE: \$180,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 30427
LOS ANGELES, CA 90030-0427

LOAN # 0055928683

PRINCIPAL BALANCE: \$47,854.80

EQUITY = \$132,145.20

9881 E WIND DANCER DR
TUCSON, AZ 85748

LEGAL DESCRIPTION:

LOT 40 OF SPANISH TRAILS, PIMA COUNTY, ARIZONA, ACCORDING TO THE MAP OF RECORD
IN THE OFFICE OF THE COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN
BOOK 52 OF MAPS, PAGE 65.

EXCEPT ALL COAL AND OTHER MINERALS AS RESERVED BY THE UNITED STATES OF AMERICA
IN DEED BOOK 146, PAGE 18.

CURRENT VALUE: \$200,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 30427
LOS ANGELES, CA 90030-0427

LOAN # 0055928626

PRINCIPAL BALANCE: \$67,888.82

EQUITY = \$132,111.18

9143 E 33RD STREET
TUCSON, AZ 85710

LEGAL DESCRIPTION:

LOT 6 OF ARROYO RIDGE, A SUBDIVISION OF PIMA COUNTY, ARIZONA, ACCORDING TO THE
PLAT OF RECORD IN THE OFFICE OF THE PIMA COUNTY RECORDER IN BOOK 50 OF MAPS
AND PLATS AT PAGE 79.

EXCEPT ALL COAL AND OTHER MINERALS, AS RESERVED IN THE PATENT FROM THE UNITED
STATES OF AMERICA.

CURRENT VALUE: \$180,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 30427
LOS ANGELES, CA 90030-0427

LOAN # 0055958946

PRINCIPAL BALANCE: \$56,063.90

EQUITY = \$123,936.10

1674 GLENBROCK
NEWBURY PARK, CA 91320

LEGAL DESCRIPTION:

LOT 76 OF TRACT 2501-2 AS PER MAP RECORDED IN BOOK 77, PAGE 97 OF MAPS IN THE
OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$440,000.00

NO SECURED DEBT ON THIS PROPERTY

EQUITY = \$440,000.00

6017 HACKERS LANE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 6 AS PER PARCEL MAP RECORDED IN BOOK 2277, FILED IN BOOK 36 PAGE 56 OF
PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4280054

PRINCIPAL BALANCE: \$57,767.79

EQUITY = \$402,232.21

552 HIGHVIEW STREET
NEWBURY PARK, CA 91320

LEGAL DESCRIPTION:

LOT 275 OF TRACT NO. 2480-5, IN THE CITY OF THOUSAND OAKS, COUNTY OF VENTURA,
STATE OF CALIFORNIA, RECORDED IN BOOK 74 AT PAGES 96 TO 100, INCLUSIVE, OF MAPS
IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

1. WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4280034

PRINCIPAL BALANCE: 42,902.00

2. PERRY AND RITA KLEIN
c/o DAVID WINTERTON, ESQ.
211 N BUFFALO DR SUITE A
LAS VEGAS, NV 89145

PROPERTY ACTS AS COLLATERAL AND SECURITY FOR JUDGMENT IN THE PRINCIPAL
SUM OF \$4,200,000 (DISPUTED) PLUS INTEREST AGAINST ALAN RAPOPORT AND IN
FAVOR OF PERRY AND RITA KLEIN.

5322 LAKECREST DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

LOT 49 IN TRACT NO. 27899 IN THE CITY OF AGOURA HILLS, AS PER MAP RECORDED IN
BOOK 812, PAGES 84 TO 86 INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER
OF LOS ANGELES COUNTY, CALIFORNIA.

CURRENT VALUE: \$440,000.00

SECURED DEBT:

1. WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4279963

PRINCIPAL BALANCE: \$24,131.55

2. FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁵ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

⁵ As defined in the Motion.

5837 LAKE LINDERO DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 12 OF PARCEL MAP 2276, AS PER PARCEL MAP RECORDED IN BOOK 37, PAGE 42 OF
PARCEL MAPS , IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY,
CALIFORNIA.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

1. WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4279988

PRINCIPAL BALANCE: \$27,099.00

2. FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁶ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

⁶ As defined in the Motion.

125 LOS VIENTOS DRIVE
NEWBURY PARK, CA 91320

LEGAL DESCRIPTION:

LOT 48 OF TRACT NO. 2549-2 PER MAP RECORDED IN BOOK 72, PAGE(S) 80 TO 83 OF MAPS,
IN THE OFFICE OF THE COUNTY RECORDER OF VENTURA COUNTY, STATE OF CALIFORNIA.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4280005

PRINCIPAL BALANCE: \$65,123.03

EQUITY = \$414,876.97

30723 MAINMAST DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 5 OF PARCEL MAP 2278 AS PER MAP RECORDED IN BOOK 37 PAGE 39 OF PARCEL
MAPS, IN THE OFFICE OF THE COUNTY RECORDER IN THE CITY OF AGOURA, COUNTY OF
LOS ANGELES, STATE OF CALIFORNIA.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁷ is \$4,620,000.00, which far
exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of
\$1,802,119.52.

⁷ As defined in the Motion.

30729 MAINMAST DRIVE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 3 IN THE CITY OF AGOURA HILLS, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP NO. 2278 FILED IN BOOK 37, PAGE 39 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM ALL OIL, GAS MINERALS AND OTHER HYDROCARBON SUBSTANCES LYING BELOW A DEPTH OF 500 FEET, FROM THE SURFACE OF SAID PROPERTY, BUT WITH NO RIGHT OF SURFACE ENTRY, AS PROVIDED IN DEED RECORDED IN BOOK D-2477, PAGE 798, OFFICIAL RECORDS.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁸ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

⁸ As defined in the Motion.

13 MARTY COURT
NEWBURY PARK, CA 91320

LEGAL DESCRIPTION:

LOT 152 OF TRACT NO. 1548-1 PER MAP RECORDED IN BOOK 41, PAGE(S) 91 OF MAPS, IN
THE OFFICE OF THE COUNTY RECORDER OF VENTURA COUNTY, STATE OF CALIFORNIA.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

GMAC MORTGAGE
PO BOX 79135
PHOENIX, AZ 85062-9135

LOAN # 307240409

PRINCIPAL BALANCE: \$99,947.55

EQUITY = \$380,052.45

2165 N. CAMINO AGRIOS
TUCSON, AZ 85715

LEGAL DESCRIPTION:

LOT 31 OF PANTANO RANCH ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE
COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN BOOK 46 OF MAPS. PAGE
48.

CURRENT VALUE: \$240,000.00

SECURED DEBT:

BANK OF AMERICA
PO BOX 10219
VAN NUYS, CA 91410-0219

LOAN # 008910537

PRINCIPAL BALANCE: \$59,477.20

EQUITY = \$180,522.80

2139 N CREEK VISTA
TUCSON, ARIZONA 85749

LEGAL DESCRIPTION:

LOT 146 OF CASTLE ROCK, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE
COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN BOOK 41 OF MAPS, PAGE 8.

CURRENT VALUE: \$220,000.00

SECURED DEBT:

CITIMORTGAGE
PO BOX 6006
THE LAKES, NV 88901-6006

LOAN # 0770051709-2

PRINCIPAL BALANCE: \$53,061.88

EQUITY = \$166,938.12

3760 N LOST CHESTNUT
TUCSON, AZ 85719

LEGAL DESCRIPTION:

LOT 39, OF CREST RANCH, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE
COUNTY RECORDER OF PIMA COUNTY, ARIZONA, RECORDED IN BOOK 46 OF MAPS, PAGE 13.

CURRENT VALUE: \$240,000.00

SECURED DEBT:

BANK OF AMERICA
PO BOX 10219
VAN NUYS, CA 91410-0219

LOAN # 005655099

PRINCIPAL BALANCE: \$21,516.04

EQUITY = \$218,483.96

30865 OVERFALL DRIVE
WESTLAKE VILLAGE, CA 91362

LEGAL DESCRIPTION:

LOT 48 OF TRACT NO. 33523, AS PER MAP RECORDED IN BOOK 900, PAGES 64 THROUGH 69
OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER IN THE COUNTY OF LOS ANGELES,
STATE OF CALIFORNIA.

CURRENT VALUE: \$ 480,000.00

NO SECURED DEBT ON THIS PROPERTY

EQUITY = \$480,000.00

30657 PASSAGEWAY PLACE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

LOT 26 OF TRACT NO. 23809 AS PER MAP RECORDED IN BOOK 746, PAGES 55 TO 57
INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY,
CALIFORNIA.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

1. GMAC MORTGAGE
PO BOX 79135
PHOENIX, AZ 85062-9135

LOAN # 0307240223

PRINCIPAL BALANCE: \$21,626.40

2. FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties⁹ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

⁹ As defined in the Motion.

27312 PINAVETTE
MISSION VIEJO, CA 92691

LEGAL DESCRIPTION:

LOT 46 OF TRACT 9255, IN THE CITY OF MISSION VIEJO, COUNTY OF ORANGE, STATE OF CALIFORNIA AS PER MAP RECORDED IN BOOK 385, PAGE(S) 7,8, AND 9, INCLUSIVE OF MISCELLANEOUS MAPS, RECORDS OF ORANGE COUNTY.

EXCEPT THEREFROM ALL OIL, GAS, MINERALS AND OTHER HYDROCARBONS, BELOW A DEPTH OF 550 FEET, WITHOUT THE RIGHT OF SURFACE ENTRY, AS RESERVED IN DEEDS OF RECORD.

ALSO EXCEPT THEREFROM ALL UNDERGROUND WATER, BELOW A DEPTH OF 550 FEET, WITHOUT THE RIGHT OF SURFACE ENTRY, AS RESERVED IN INSTRUMENTS OF RECORD.

NATURE OF INTEREST: FEE

CURRENT VALUE: \$480,000.00

SECURED DEBT:

1. GMAC MORTGAGE
PO BOX 79135
PHOENIX, AZ 85062-9135

LOAN # 0307240244

PRINCIPAL BALANCE: \$66,092.49

2. PERRY AND RITA KLEIN
c/o DAVID WINTERTON, ESQ.
211 N BUFFALO DR SUITE A
LAS VEGAS, NV 89145

PROPERTY ACTS AS COLLATERAL AND SECURITY FOR JUDGMENT IN THE PRINCIPAL SUM OF \$4,200,000 (DISPUTED) PLUS INTEREST AGAINST ALAN RAPOPORT AND IN FAVOR OF PERRY AND RITA KLEIN.

5645 SLICERS CIRCLE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 11 AS SHOWN ON PARCEL MAP 2279, IN THE CITY OF AGOURA HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA AS PER MAP FILED IN BOOK 36, PAGE(S) 57, OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

1. GMAC MORTGAGE
PO BOX 79135
PHOENIX, AZ 85062-9135

LOAN # 0307240204

PRINCIPAL BALANCE : \$72,875.82

2. PERRY AND RITA KLEIN
c/o DAVID WINTERTON, ESQ.
211 N BUFFALO DR SUITE A
LAS VEGAS, NV 89145

PROPERTY ACTS AS COLLATERAL AND SECURITY FOR JUDGMENT IN THE PRINCIPAL SUM OF \$4,200,000 (DISPUTED) PLUS INTEREST AGAINST ALAN RAPOPORT AND IN FAVOR OF PERRY AND RITA KLEIN.

5676 SLICERS CIRCLE
AGOURA HILLS, CA 91301

LEGAL DESCRIPTION:

PARCEL 23, AS SHOWN ON PARCEL MAP NO. 2279 FILED IN BOOK 36, PAGE 57 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER IN THE CITY OF AGOURA HILLS, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA.

NATURE OF INTEREST: FEE

CURRENT VALUE: \$ 480,000.00

SECURED DEBT:

FIRST BANK
9145 WILSHIRE BLVD
BEVERLY HILLS, CA 90210
LINE OF CREDIT DEBT: \$1,593,537.00

EQUITY = The collective value of the First Bank Properties¹⁰ is \$4,620,000.00, which far exceeds the amount of the First Bank blanket lien on the First Bank Properties in the amount of \$1,802,119.52.

¹⁰ As defined in the Motion.

3016 S ELINORE DRIVE
TUCSON, AZ 85730

LEGAL DESCRIPTION:

LOT 130 OF THE FINAL PLAT FOR AUSTIN POINT, PIMA COUNTY, ARIZONA, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE COUNTY RECORDER, IN BOOK 48 OF MAPS, PAGE 60: THEREAFTER, AMENDED BY DECLARATIONS OF SCRIVENER'S ERROR IN DOCKET 10944, PAGE 1364, DOCKET 11050, PAGE 128 AND IN DOCKET 11064 PAGE 1169.

EXCEPT ALL COAL AND OTHER MINERALS AS RESERVED IN THE PATENT FROM THE UNITED STATES OF AMERICA IN DEED BOOK 180,PAGE 343.

NATURE OF INTEREST: FEE

CURRENT VALUE: \$200,000.00

SECURED DEBT:

BANK OF AMERICA
PO BOX 10219
VAN NUYS, CA 91410

LOAN # 021808373

PRINCIPAL BALANCE: \$59,605.42

EQUITY = \$140,394.58

2342 S VIA DE DOS ARROYOS
TUCSON, AZ 85710

LEGAL DESCRIPTION:

LOT 108 OF ARROYO RIDGE, PIMA COUNTY, ARIZONA, ACCORDING TO THE MAP OF RECORD
IN THE OFFICE OF THE COUNTY RECORDER, IN BOOK 50 OF MAPS, PAGE 79.

EXCEPT ALL COAL AND OTHER MINERALS AS RESERVED BY THE UNITED STATES OF AMERICA
IN DEED BOOK 146, PAGE 19.

CURRENT VALUE: \$200,000.00

SECURED DEBT:

BANK OF AMERICA
PO BOX 10219
VAN NUYS, CA 91410-0219

LOAN # 021208724

PRINCIPAL BALANCE: \$57,513.07

EQUITY = \$142,486.93

21981 SUNDOWNERS LANE
LAKE FOREST, CA 92630

LEGAL DESCRIPTION:

LOT 34 OF TRACT 9731 IN THE CITY OF LAKE FOREST, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 407, PAGE(S) 43 TO 46, MISCELLANEOUS MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$480,000.00

SECURED DEBT:

1. WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197-6421

LOAN # 4280084

PRINCIPAL BALANCE: \$57,317.97

2. PERRY AND RITA KLEIN
c/o DAVID WINTERTON, ESQ.
211 N BUFFALO DR SUITE A
LAS VEGAS, NV 89145

PROPERTY ACTS AS COLLATERAL AND SECURITY FOR JUDGMENT IN THE PRINCIPAL SUM OF \$4,200,000 (DISPUTED) PLUS INTEREST AGAINST ALAN RAPOPORT AND IN FAVOR OF PERRY AND RITA KLEIN.

166 WALTER CIRCLE
NEWBURY PARK, CA 91320

LEGAL DESCRIPTION:

LOT 403 OF TRACT 1548-3, IN THE CITY OF THOUSAND OAKS, COUNTY OF VENTURA, STATE OF CALIFORNIA AS PER MAP RECORDED IN BOOK 46, PAGE(S) 3 THROUGH 12, INCLUSIVE OF MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

CURRENT VALUE: \$460,000.00

SECURED DEBT:

1. WELLS FARGO BANK
PO BOX 6421
CAROL STREAM, ILLINOIS 60197

LOAN # 4279987

PRINCIPAL BALANCE: \$81,932.59

2. PERRY AND RITA KLEIN
c/o DAVID WINTERTON, ESQ.
211 N BUFFALO DR SUITE A
LAS VEGAS, NV 89145

PROPERTY ACTS AS COLLATERAL AND SECURITY FOR JUDGMENT IN THE PRINCIPAL SUM OF \$4,200,000 (DISPUTED) PLUS INTEREST AGAINST ALAN RAPOPORT AND IN FAVOR OF PERRY AND RITA KLEIN.

EXHIBIT B

5823 CAPE HORN DR

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (79.50)	\$ (196.17)	\$ 2,215.33	\$ 1,963.83	\$ 496.29	\$ 379.62	\$ 2,791.12	\$ 2,539.62	\$ 2,460.12	\$ 2,343.45	\$ 2,263.95	\$ 4,503.45	\$ 4,423.95	\$ 4,307.28	\$ 4,227.78
Rent			2,491.00				2,491.00					2,491.00				2,491.00
Expenses																
Mortgage																
Utilities																
Taxes					1,388.04											
Insurance		37.17				37.17				37.17						
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50	79.50
Legal																
HDA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ (79.50)	\$ (196.17)	\$ 2,215.33	\$ 1,963.83	\$ 496.29	\$ 379.62	\$ 2,791.12	\$ 2,539.62	\$ 2,460.12	\$ 2,343.45	\$ 2,263.95	\$ 4,503.45	\$ 4,423.95	\$ 4,307.28	\$ 4,227.78	\$ 5,467.28

5827 CAPE HORN DR

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 940.20	\$ 862.02	\$ 813.92	\$ 2,493.82	\$ (11.03)	\$ (89.21)	\$ (137.31)	\$ 1,542.59	\$ 582.79	\$ 504.61	\$ 456.51	\$ 236.41	\$ 2,088.31	\$ 1,098.43	\$ 1,050.33
Rent	1,900.00	1,900.00		1,900.00				1,900.00					1,900.00			
Expenses																
Mortgage	911.70				911.70				911.70					911.70		
Utilities																
Taxes					1,545.05											
Insurance		30.08				30.08			30.08					30.08		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10	48.10
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 940.20	\$ 862.02	\$ 813.92	\$ 2,493.82	\$ (11.03)	\$ (89.21)	\$ (137.31)	\$ 1,542.59	\$ 582.79	\$ 504.61	\$ 456.51	\$ 236.41	\$ 2,088.31	\$ 1,098.43	\$ 1,050.33	\$ 830.23

5834 CAPE HORN DR

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 1,929.75	\$ 1,671.17	\$ 1,450.92	\$ 1,110.67	\$ 1,764.30	\$ 1,505.72	\$ 1,285.47	\$ 945.22	\$ 2,874.97	\$ 2,616.39	\$ 2,395.14	\$ 2,055.89	\$ 3,985.64	\$ 3,727.06	\$ 3,506.81
Rent	2,150.00				2,150.00				2,150.00				2,150.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,276.12											
Insurance		38.33				38.33				38.33						
Manager																
Repairs and Maintenance	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25	220.25
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 1,929.75	\$ 1,671.17	\$ 1,450.92	\$ 1,110.67	\$ 1,764.30	\$ 1,505.72	\$ 1,285.47	\$ 945.22	\$ 2,874.97	\$ 2,616.39	\$ 2,396.14	\$ 2,055.89	\$ 3,985.64	\$ 3,727.06	\$ 3,506.81	\$ 3,166.56

5883 CAPE HORN DR

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	\$ 1,891.65	\$ 1,797.64	\$ 1,739.29	\$ 3,510.94	\$ 2,036.17	\$ 2,130.18	\$ 2,036.17	\$ 1,977.82	\$ 1,799.47	\$ 3,691.12	\$ 3,597.11	\$ 3,598.76	\$ 3,360.41	\$ 5,252.06	\$ 5,158.05	\$ 5,089.70
Rent	1,950.00	1,950.00							1,950.00				1,950.00			
EXPENSES																
Mortgage																
Utilities					1,322.41											
Taxes						35.66				35.66				35.66		
Insurance		35.66														
Manager																
Repairs and Maintenance	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35	58.35
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 1,891.65	\$ 1,797.64	\$ 1,739.29	\$ 3,510.94	\$ 2,130.18	\$ 2,036.17	\$ 1,977.82	\$ 1,799.47	\$ 3,691.12	\$ 3,697.11	\$ 3,538.76	\$ 3,360.41	\$ 5,252.06	\$ 5,158.05	\$ 5,089.70	\$ 4,921.35

5354 CAPTAINS PL

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2008	11/22/2008	11/29/2008	12/6/2008	12/13/2008	12/20/2008	12/27/2008	1/3/2009	1/10/2009	1/17/2009	1/24/2009	1/31/2009	2/7/2009	2/14/2009	2/21/2009	2/28/2009
Mortgage																
Cash	0	\$ 2,148.75	\$ 2,034.17	\$ 1,957.92	\$ 3,986.67	\$ 2,372.31	\$ 2,257.73	\$ 2,181.48	\$ 4,210.23	\$ 4,133.98	\$ 4,019.40	\$ 3,943.15	\$ 3,746.90	\$ 5,895.65	\$ 5,781.07	\$ 5,704.82
Rent	2,225.00			2,225.00				2,225.00					2,225.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,538.11											
Insurance		38.33				38.33				38.33				38.33		
Manager																
Repairs and Maintenance	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25	76.25
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 2,148.75	\$ 2,034.17	\$ 1,957.92	\$ 3,986.67	\$ 2,372.31	\$ 2,257.73	\$ 2,181.48	\$ 4,210.23	\$ 4,133.98	\$ 4,019.40	\$ 3,943.15	\$ 3,746.90	\$ 5,895.65	\$ 5,781.07	\$ 5,704.82	\$ 5,608.57

10426 E CALLE CADIZ

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,046.28)	\$ (1,046.28)	\$ (1,046.28)	\$ (1,088.28)	\$ (1,059.00)	\$ (1,059.00)	\$ (1,059.00)	\$ (1,111.00)	\$ (1,112.55)	\$ (1,112.55)	\$ (1,112.55)	\$ (1,164.55)	\$ 55.45	\$ (1,125.27)	\$ (1,125.27)
Rent	1,220.00				1,220.00				1,220.00				1,220.00			
Expenses																
Mortgage	1,180.72				1,180.72				1,180.72					1,180.72		
Utilities																
Taxes	1,085.56															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance																
Legal																
HOA									40.83							
Accounting																
Net Income	\$ (1,046.28)	\$ (1,046.28)	\$ (1,046.28)	\$ (1,059.28)	\$ (1,059.00)	\$ (1,059.00)	\$ (1,059.00)	\$ (1,111.00)	\$ (1,112.55)	\$ (1,112.55)	\$ (1,112.55)	\$ (1,164.55)	\$ 55.45	\$ (1,125.27)	\$ (1,125.27)	\$ (1,177.27)

9942 E DEER TRAIL

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (965.05)	\$ (965.05)	\$ (965.05)	\$ (1,017.05)	\$ (1,998.09)	\$ (789.69)	\$ (789.69)	\$ (913.69)	\$ (1,894.73)	\$ (686.33)	\$ (686.33)	\$ (738.33)	\$ (738.33)	\$ (510.97)	\$ (510.97)
Rent	1,208.40					1,208.40				1,208.40				1,208.40		
Expenses																
Mortgage	981.04				981.04				981.04					981.04		
Utilities																
Taxes	1,192.41															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance																
Legal																
HOA								72.00								
Accounting																
Net Income	\$ (965.05)	\$ (965.05)	\$ (965.05)	\$ (1,017.05)	\$ (1,998.09)	\$ (789.69)	\$ (789.69)	\$ (913.69)	\$ (1,894.73)	\$ (686.33)	\$ (686.33)	\$ (738.33)	\$ (738.33)	\$ (510.97)	\$ (510.97)	\$ (562.97)

10273 E FALCON PT

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/06/2009	12/13/2009	12/20/2009	12/27/2009	1/03/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/07/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,179.36)	\$ (1,188.76)	\$ (1,198.16)	\$ (1,273.56)	\$ (1,333.59)	\$ (1,342.98)	\$ (1,352.38)	\$ (1,427.78)	\$ (1,487.80)	\$ (1,497.20)	\$ (1,506.60)	\$ (1,582.00)	\$ (1,642.02)	\$ (1,651.42)	\$ (1,660.82)
Rent	945.00			945.00					945.00				945.00			
Expenses																
Mortgage	995.62			995.62					995.62				995.62			
Utilities																
Taxes	1,119.34															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40	9.40
Legal				14.00				14.00				14.00				14.00
HOA																
Accounting																
Net Income	\$ (1,179.36)	\$ (1,188.76)	\$ (1,198.16)	\$ (1,273.56)	\$ (1,333.59)	\$ (1,342.98)	\$ (1,352.38)	\$ (1,427.78)	\$ (1,487.80)	\$ (1,497.20)	\$ (1,506.60)	\$ (1,582.00)	\$ (1,642.02)	\$ (1,651.42)	\$ (1,660.82)	\$ (1,738.22)

9195 E IRONBARK

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,024.38)	\$ (1,041.53)	\$ (1,058.68)	\$ (1,127.83)	\$ (1,220.36)	\$ (1,237.51)	\$ (1,254.66)	\$ (1,353.81)	\$ (1,446.34)	\$ (1,463.49)	\$ (1,480.64)	\$ (1,549.79)	\$ (1,642.32)	\$ (1,659.47)	\$ (1,676.62)
Rent	1,100.00			1,100.00	1,100.00				1,100.00				1,100.00			
Expenses																
Mortgage	1,175.38			1,175.38					1,175.38				1,175.38			
Utilities																
Taxes	931.85															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15	17.15
Legal																
HOA								30.00								
Accounting																
Net Income	\$ (1,024.38)	\$ (1,041.53)	\$ (1,058.68)	\$ (1,127.83)	\$ (1,220.36)	\$ (1,237.51)	\$ (1,254.66)	\$ (1,353.81)	\$ (1,446.34)	\$ (1,463.49)	\$ (1,480.64)	\$ (1,549.79)	\$ (1,642.32)	\$ (1,659.47)	\$ (1,676.62)	\$ (1,745.77)

9457 E LILLY BAY LOOP

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Cash	0	\$ (1,254.41)	\$ (1,269.91)	\$ (1,285.41)	\$ (247.91)	\$ (1,482.07)	\$ (1,497.57)	\$ (1,513.07)	\$ (1,681.67)	\$ (1,810.83)	\$ (1,826.33)	\$ (1,841.83)	\$ (1,909.33)	\$ (2,038.49)	\$ (2,063.99)	\$ (2,069.49)
Rent	1,105.00			1,105.00					1,105.00				1,105.00			
Expenses																
Mortgage	1,218.66				1,218.66				1,218.66				1,218.66			
Utilities																
Taxes	1,125.25															
Insurance																
Manager				52.00				52.00					52.00			52.00
Repairs and Maintenance	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50	15.50
Legal																
HOA								101.10								
Accounting																
Net Income	\$ (1,264.41)	\$ (1,269.91)	\$ (1,285.41)	\$ (247.91)	\$ (1,482.07)	\$ (1,497.57)	\$ (1,513.07)	\$ (1,681.67)	\$ (1,810.83)	\$ (1,826.33)	\$ (1,841.83)	\$ (1,909.33)	\$ (2,038.49)	\$ (2,063.99)	\$ (2,069.49)	\$ (2,136.99)

9123 E PLACITA ARROYO SECO

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/06/2009	12/13/2009	12/20/2009	12/27/2009	1/03/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/07/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,079.76)	\$ (1,087.16)	\$ (1,094.56)	\$ (253.96)	\$ (1,177.47)	\$ (1,184.87)	\$ (1,192.27)	\$ (393.67)	\$ (1,317.18)	\$ (1,324.58)	\$ (1,331.98)	\$ (1,339.38)	\$ (1,414.89)	\$ (1,422.29)	\$ (1,429.69)
Rent	900.00			900.00				900.00					900.00			
Expenses																
Mortgage	916.11			916.11					916.11				916.11			
Utilities																
Taxes	1,056.25															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40	7.40
Legal																
HOA								42.00								
Accounting																
Net Income	\$ (1,079.76)	\$ (1,087.16)	\$ (1,094.56)	\$ (253.96)	\$ (1,177.47)	\$ (1,184.87)	\$ (1,192.27)	\$ (393.67)	\$ (1,317.18)	\$ (1,324.58)	\$ (1,331.98)	\$ (1,339.38)	\$ (1,414.89)	\$ (1,422.29)	\$ (1,429.69)	\$ (1,437.09)

9881 E WIND DANCER

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/18/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,299.85)	\$ (1,317.29)	\$ (1,334.73)	\$ (1,404.17)	\$ (1,384.71)	\$ (1,402.15)	\$ (1,419.59)	\$ (1,559.03)	\$ (1,539.57)	\$ (1,557.01)	\$ (1,574.45)	\$ (1,643.89)	\$ (1,624.43)	\$ (1,641.87)	\$ (1,659.31)
Rent	1,195.00			1,195.00					1,195.00				1,195.00			
Expenses																
Mortgage	1,158.10			1,158.10					1,158.10				1,158.10			
Utilities																
Taxes	1,319.31															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44	17.44
Legal																
HOA								70.00								
Accounting																
Net Income	\$ (1,299.85)	\$ (1,317.29)	\$ (1,334.73)	\$ (1,404.17)	\$ (1,384.71)	\$ (1,402.15)	\$ (1,419.59)	\$ (1,559.03)	\$ (1,539.57)	\$ (1,557.01)	\$ (1,574.45)	\$ (1,643.89)	\$ (1,624.43)	\$ (1,641.87)	\$ (1,659.31)	\$ (1,728.75)

9143 E 33RD

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (947.79)	\$ (953.29)	\$ (958.79)	\$ (1,016.29)	\$ (944.79)	\$ (950.29)	\$ (955.79)	\$ (1,055.29)	\$ (983.79)	\$ (989.29)	\$ (994.79)	\$ (1,052.29)	\$ (980.79)	\$ (986.29)	\$ (991.79)
Rent	995.00				995.00				995.00				995.00			
Expenses																
Mortgage	918.00				918.00				918.00				918.00			
Utilities																
Taxes	1,019.29															
Insurance																
Manager				52.00				52.00								
Repairs and Maintenance	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50
Legal																
HOA								42.00								
Accounting																
Net Income	\$ (947.79)	\$ (953.29)	\$ (958.79)	\$ (1,016.29)	\$ (944.79)	\$ (950.29)	\$ (955.79)	\$ (1,055.29)	\$ (983.79)	\$ (989.29)	\$ (994.79)	\$ (1,052.29)	\$ (980.79)	\$ (986.29)	\$ (991.79)	\$ (1,049.29)

1674 GLENBROCK

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 18
	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Ending																
Income																
Cash	0	\$ 2,327.25	\$ 2,261.75	\$ 2,239.00	\$ 4,514.25	\$ 3,236.56	\$ 3,171.06	\$ 3,148.31	\$ 5,423.56	\$ 5,400.81	\$ 5,335.31	\$ 5,312.56	\$ 5,237.81	\$ 7,565.06	\$ 7,499.56	\$ 7,476.81
Rent	2,350.00			2,350.00				2,350.00					2,350.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,254.94											
Insurance		42.75				42.75				42.75				42.75		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75	22.75
Legal																
HOA																
Accounting																
Net Income	\$ 2,327.25	\$ 2,261.75	\$ 2,239.00	\$ 4,514.25	\$ 3,236.56	\$ 3,171.06	\$ 3,148.31	\$ 5,423.56	\$ 5,400.81	\$ 5,335.31	\$ 5,312.56	\$ 5,237.81	\$ 7,565.06	\$ 7,499.56	\$ 7,476.81	\$ 7,402.06

6017 HACKERS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Expense																
Cash	0	\$ 1,084.06	\$ 1,013.80	\$ 1,002.65	\$ 819.50	\$ 398.55	\$ 328.29	\$ 317.14	\$ 133.99	\$ 1,218.05	\$ 1,147.79	\$ 1,136.64	\$ 953.49	\$ 2,037.55	\$ 1,967.29	\$ 1,956.14
Rent	2,000.00				2,000.00				2,000.00				2,000.00			
Expense																
Mortgage	904.79				904.79				904.79				904.79			
Utilities																
Taxes					1,505.01											
Insurance		59.11				59.11				59.11				59.11		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15	11.15
Legal				120.00								120.00				120.00
HOA																
Accounting																
Net Income	\$ 1,084.06	\$ 1,013.80	\$ 1,002.65	\$ 819.50	\$ 398.55	\$ 328.29	\$ 317.14	\$ 133.99	\$ 1,218.05	\$ 1,147.79	\$ 1,136.64	\$ 953.49	\$ 2,037.55	\$ 1,967.29	\$ 1,956.14	\$ 1,772.99

552 HIGHVIEW

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 1,205.90	\$ 1,140.57	\$ 1,115.07	\$ 3,162.57	\$ 703.95	\$ 638.62	\$ 613.12	\$ 2,685.62	\$ 1,741.52	\$ 1,676.19	\$ 1,650.69	\$ 1,573.19	\$ 2,779.09	\$ 2,713.76	\$ 2,688.26
Rent	2,150.00			2,150.00				2,150.00					2,150.00			
Expenses																
Mortgage	918.60				918.60				918.60				918.60			
Utilities																
Taxes					1,514.52											
Insurance		39.83			39.83					39.83				39.83		
Manager				52.00								52.00				52.00
Repairs and Maintenance	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50	25.50
Legal				25.00												
HOA																
Accounting																
Net Income	\$ 1,205.90	\$ 1,140.57	\$ 1,115.07	\$ 3,162.57	\$ 703.95	\$ 638.62	\$ 613.12	\$ 2,685.62	\$ 1,741.52	\$ 1,676.19	\$ 1,650.69	\$ 1,573.19	\$ 2,779.09	\$ 2,713.76	\$ 2,688.26	\$ 2,610.76

5322 LAKECREST

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	\$ (798.40)	\$ (891.20)	\$ (891.20)	\$ 1,370.15	\$ 1,159.50	\$ (1,094.56)	\$ (1,187.36)	\$ 1,073.99	\$ 863.34	\$ 64.94	\$ (27.86)	\$ 2,233.49	\$ 2,022.84	\$ 1,984.19	\$ 1,131.64	\$ 1,092.99
Rent		2,300.00	2,300.00				2,300.00				2,300.00					2,300.00
Expenses																
Mortgage	759.75				759.75				759.75					759.75		
Utilities																
Taxes					1,455.66											
Insurance		54.15				54.15				54.15				54.15		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65	38.65
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ (798.40)	\$ (891.20)	\$ 1,370.15	\$ 1,159.50	\$ (1,094.56)	\$ (1,187.36)	\$ 1,073.99	\$ 863.34	\$ 64.94	\$ (27.86)	\$ 2,233.49	\$ 2,022.84	\$ 1,984.19	\$ 1,131.64	\$ 1,092.99	\$ 3,182.34

5637 LAKE LINDERO

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 1,380.88	\$ 1,308.80	\$ 1,271.80	\$ 1,062.80	\$ 1,033.72	\$ 961.64	\$ 924.64	\$ 715.64	\$ 2,096.52	\$ 2,024.44	\$ 1,987.44	\$ 1,778.44	\$ 3,891.44	\$ 3,087.24	\$ 3,050.24
Rent	2,150.00				2,150.00				2,150.00				2,150.00			
Expenses																
Mortgage	732.12				732.12				732.12					732.12		
Utilities																
Taxes					1,409.96											
Insurance		35.08				35.08				35.08				35.08		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00	37.00
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 1,380.88	\$ 1,308.80	\$ 1,271.80	\$ 1,062.80	\$ 1,033.72	\$ 961.64	\$ 924.64	\$ 715.64	\$ 2,096.52	\$ 2,024.44	\$ 1,987.44	\$ 1,778.44	\$ 3,891.44	\$ 3,087.24	\$ 3,060.24	\$ 2,841.24

125 LOS VIENTOS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
	11/16/2009	11/22/2009	11/29/2009	12/06/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Ending																
Income																
Cash	0	\$ 1,098.68	\$ 1,055.18	\$ 1,043.18	\$ 909.18	\$ 629.00	\$ 585.50	\$ 573.50	\$ 439.50	\$ 1,538.18	\$ 1,494.68	\$ 1,482.68	\$ 1,348.68	\$ 3,386.68	\$ 2,403.86	\$ 2,391.86
Rent	2,050.00				2,050.00				2,050.00				2,050.00			
Expenses																
Mortgage	999.32				999.32				999.32					999.32		
Utilities																
Taxes					1,378.86											
Insurance		31.50				31.50				31.50				31.50		
Manager				62.00				62.00				62.00				62.00
Repairs and Maintenance	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00	12.00
Legal																
HOA				70.00				70.00				70.00				70.00
Accounting																
Net Income	\$ 1,098.68	\$ 1,055.18	\$ 1,043.18	\$ 909.18	\$ 629.00	\$ 585.50	\$ 573.50	\$ 439.50	\$ 1,538.18	\$ 1,494.68	\$ 1,482.68	\$ 1,348.68	\$ 3,386.68	\$ 2,403.86	\$ 2,391.86	\$ 2,257.86

30723 MAINMAST

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 2,009.35	\$ 1,824.70	\$ 1,674.05	\$ 1,351.40	\$ 2,084.75	\$ 1,900.10	\$ 1,749.45	\$ 1,426.80	\$ 3,436.15	\$ 3,251.50	\$ 3,100.85	\$ 2,778.20	\$ 4,787.55	\$ 4,602.90	\$ 4,452.25
Rent	2,160.00				2,160.00				2,160.00				2,160.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,276.00											
Insurance		34.00				34.00				34.00				34.00		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65	150.65
Legal																
HOA				120.00				120.00				120.00				120.00
Accounting																
Net Income	\$ 2,009.35	\$ 1,824.70	\$ 1,674.05	\$ 1,351.40	\$ 2,084.75	\$ 1,900.10	\$ 1,749.45	\$ 1,426.80	\$ 3,436.15	\$ 3,251.50	\$ 3,100.85	\$ 2,778.20	\$ 4,787.55	\$ 4,602.90	\$ 4,452.25	\$ 4,129.60

30729 MAINMAST

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week_Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Cash	0	\$ 2,087.90	\$ 1,938.64	\$ 1,826.54	\$ 1,542.44	\$ 2,189.35	\$ 2,040.09	\$ 1,927.99	\$ 1,643.89	\$ 3,731.79	\$ 3,582.53	\$ 3,470.43	\$ 3,186.33	\$ 5,274.23	\$ 5,124.97	\$ 5,012.87
Rent	2,200.00				2,200.00				2,200.00				2,200.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,440.99											
Insurance		37.16				37.16				37.16				37.16		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10	112.10
Legal				120.00								120.00				120.00
HOA																
Accounting																
Net Income	\$ 2,087.90	\$ 1,938.64	\$ 1,826.54	\$ 1,542.44	\$ 2,189.35	\$ 2,040.09	\$ 1,927.99	\$ 1,643.89	\$ 3,731.79	\$ 3,582.53	\$ 3,470.43	\$ 3,186.33	\$ 5,274.23	\$ 5,124.97	\$ 5,012.87	\$ 4,728.77

13 MARTY COURT

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 18
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/06/2009	12/13/2009	12/20/2009	12/27/2009	1/03/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/07/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$(1,149.51)	\$ 786.53	\$ 769.73	\$ 700.93	\$(1,803.31)	\$ 132.73	\$ 115.93	\$ 47.13	\$(1,102.38)	\$(1,166.34)	\$ 816.86	\$ 748.06	\$ 731.26	\$(465.41)	\$ 1,517.79
Rent		2,000.00				2,000.00					2,000.00				2,000.00	
Expenses																
Mortgage	1,132.71				1,132.71				1,132.71					1,132.71		
Utilities																
Taxes					1,354.73											
Insurance		47.16				47.16				47.16					47.16	
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80	16.80
Legal																
HOA																
Accounting																
Net Income	\$(1,149.51)	\$ 786.53	\$ 769.73	\$ 700.93	\$(1,803.31)	\$ 132.73	\$ 115.93	\$ 47.13	\$(1,102.38)	\$(1,166.34)	\$ 816.86	\$ 748.06	\$ 731.26	\$(465.41)	\$ 1,517.79	\$ 1,448.99

2165 N CAMINO AGRIOS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Accounts																
Cash	0	\$ (1,477.00)	\$ (1,487.60)	\$ (1,498.20)	\$ (258.80)	\$ (1,547.76)	\$ (1,558.36)	\$ (1,568.96)	\$ (1,629.56)	\$ (1,618.52)	\$ (1,629.12)	\$ (1,639.72)	\$ (1,700.32)	\$ (410.92)	\$ (1,699.88)	\$ (1,710.48)
Rent	1,300.00			1,300.00					1,300.00				1,300.00			
Expenses																
Mortgage	1,278.36				1,278.36				1,278.36					1,278.36		
Utilities																
Taxes	1,488.04															
Insurance																
Manager																
Repairs and Maintenance	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60	10.60
Legal																
HDA				50.00				50.00				50.00				50.00
Accounting																
Net Income	\$ (1,477.00)	\$ (1,487.60)	\$ (1,498.20)	\$ (258.80)	\$ (1,547.76)	\$ (1,558.36)	\$ (1,568.96)	\$ (1,629.56)	\$ (1,618.52)	\$ (1,629.12)	\$ (1,639.72)	\$ (1,700.32)	\$ (410.92)	\$ (1,699.88)	\$ (1,710.48)	\$ (1,721.08)

2139 N CREEK VISTA

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/06/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Cash	0	\$ (1,569.03)	\$ (1,624.37)	\$ (1,679.71)	\$ (1,848.61)	\$ (1,933.15)	\$ (1,988.49)	\$ (2,043.83)	\$ (2,122.73)	\$ (2,297.27)	\$ (2,352.61)	\$ (2,407.95)	\$ (2,576.85)	\$ (1,432.19)	\$ (2,716.73)	\$ (2,772.07)
Rent	1,200.00			1,200.00					1,200.00				1,200.00			
Mortgage	1,229.20			1,229.20					1,229.20					1,229.20		
Utilities																
Taxes	1,484.49															
Insurance																
Manager																
Repairs and Maintenance	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34	55.34
Legal																
HOA				113.56				113.56				113.56				113.56
Accounting																
Net Income	\$ (1,569.03)	\$ (1,624.37)	\$ (1,679.71)	\$ (1,848.61)	\$ (1,933.16)	\$ (1,988.49)	\$ (2,043.83)	\$ (2,122.73)	\$ (2,297.27)	\$ (2,352.61)	\$ (2,407.95)	\$ (2,576.85)	\$ (1,432.19)	\$ (2,716.73)	\$ (2,772.07)	\$ (2,940.97)

3760 N LOST CHESTNUT

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,117.13)	\$ (1,121.38)	\$ (1,125.63)	\$ (1,181.88)	\$ (1,076.13)	\$ (1,080.38)	\$ (1,084.63)	\$ (1,416.88)	\$ (1,311.13)	\$ (1,315.38)	\$ (1,319.63)	\$ (1,375.88)	\$ (1,270.13)	\$ (1,274.38)	\$ (1,278.63)
Rent	1,095.00				1,095.00				1,095.00				1,095.00			
Expenses																
Mortgage	985.90				985.00				985.00				985.00			
Utilities																
Taxes	1,221.98															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25	4.25
Legal																
HOA								276.00								
Accounting																
Net Income	\$ (1,117.13)	\$ (1,121.38)	\$ (1,125.63)	\$ (1,181.88)	\$ (1,076.13)	\$ (1,080.38)	\$ (1,084.63)	\$ (1,416.88)	\$ (1,311.13)	\$ (1,316.38)	\$ (1,319.63)	\$ (1,375.88)	\$ (1,270.13)	\$ (1,274.38)	\$ (1,278.63)	\$ (1,334.88)

30865 OVERFALL

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Cash	0	\$ 2,384.95	\$ 2,213.30	\$ 2,107.25	\$ 1,949.20	\$ 132.44	\$ 2,451.79	\$ 2,345.74	\$ 2,103.69	\$ 1,997.64	\$ 4,316.99	\$ 4,210.94	\$ 4,052.89	\$ 3,946.84	\$ 3,775.19	\$ 6,160.14
Rent	2,491.00					2,491.00				2,491.00					2,491.00	
Expenses																
Mortgage																
Utilities																
Taxes					1,710.71											
Insurance		65.60				65.60				65.60				65.60		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05	106.05
Legal																
HOA								84.00								
Accounting																
Net Income	\$ 2,384.95	\$ 2,213.30	\$ 2,107.25	\$ 1,949.20	\$ 132.44	\$ 2,451.79	\$ 2,345.74	\$ 2,103.69	\$ 1,997.64	\$ 4,316.99	\$ 4,210.94	\$ 4,052.89	\$ 3,946.84	\$ 3,775.19	\$ 6,160.14	\$ 6,002.09

30657 PASSAGEWAY

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Cash	0	\$ 1,181.53	\$ 866.35	\$ 585.25	\$ 2,382.15	\$ (226.95)	\$ (542.13)	\$ (823.23)	\$ (1,276.33)	\$ (94.80)	\$ (409.98)	\$ (691.08)	\$ (1,144.18)	\$ 824.72	\$ (277.83)	\$ (558.93)
Rent	2,250.00			2,250.00					2,250.00				2,250.00			
Expenses																
Mortgage	787.37				787.37				787.37					787.37		
Utilities																
Taxes					1,540.63											
Insurance																
Manager										34.08				34.08		
Repairs and Maintenance	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10	281.10
Legal																
HOA				120.00								120.00				
Accounting																
Net Income	\$ 1,181.53	\$ 866.35	\$ 866.25	\$ 2,382.15	\$ (226.95)	\$ (542.13)	\$ (823.23)	\$ (1,276.33)	\$ (94.80)	\$ (409.98)	\$ (691.08)	\$ (1,144.18)	\$ 824.72	\$ (277.83)	\$ (558.93)	\$ (1,012.03)

27512 PINAVETTE

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Ending																
Cash	0	\$ (1,036.98)	\$ (1,111.63)	\$ (1,154.03)	\$ (1,248.43)	\$ (3,561.95)	\$ (3,636.60)	\$ (3,679.00)	\$ (3,884.40)	\$ (4,921.38)	\$ (4,996.03)	\$ (5,038.43)	\$ (5,132.83)	\$ (5,175.23)	\$ (6,244.46)	\$ (6,286.86)
Rent																
Expenses																
Mortgage	994.58				994.58				994.58					994.58		
Utilities																
Taxes					1,276.54											
Insurance		32.25				32.25				32.25				32.25		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40	42.40
Legal																
HOA								111.00								
Accounting																
Net Income	\$ (1,036.98)	\$ (1,111.63)	\$ (1,154.03)	\$ (1,248.43)	\$ (3,561.95)	\$ (3,636.60)	\$ (3,679.00)	\$ (3,884.40)	\$ (4,921.38)	\$ (4,996.03)	\$ (5,038.43)	\$ (5,132.83)	\$ (5,175.23)	\$ (6,244.46)	\$ (6,286.86)	\$ (6,381.26)

5645 SLICERS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Ending																
Cash	0	\$ 875.98	\$ 755.23	\$ 667.23	\$ 2,407.23	\$ (179.19)	\$ (299.94)	\$ (387.94)	\$ (647.94)	\$ 228.04	\$ 107.29	\$ 19.29	\$ (240.71)	\$ 1,671.29	\$ 514.52	\$ 426.52
Rent	2,000.00			2,000.00					2,000.00				2,000.00			
Mortgage	1,036.02				1,036.02				1,036.02					1,036.02		
Utilities																
Taxes					1,462.40											
Insurance		32.75				32.75				32.75						
Manager				52.00								52.00				52.00
Repairs and Maintenance	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00	88.00
Legal																
HOA				120.00								120.00				120.00
Accounting																
Net Income	\$ 875.98	\$ 755.23	\$ 667.23	\$ 2,407.23	\$ (179.19)	\$ (299.94)	\$ (387.94)	\$ (647.94)	\$ 228.04	\$ 107.29	\$ 19.29	\$ (240.71)	\$ 1,671.29	\$ 514.52	\$ 426.52	\$ 168.52

6676 SLICERS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 2,122.00	\$ 2,060.00	\$ 2,052.00	\$ 3,982.00	\$ 2,500.33	\$ 2,438.33	\$ 2,410.33	\$ 2,210.33	\$ 4,332.33	\$ 4,270.33	\$ 4,242.33	\$ 4,042.33	\$ 6,164.33	\$ 6,102.33	\$ 6,074.33
Rent	2,150.00			2,150.00					2,150.00				2,150.00			
Expenses																
Mortgage																
Utilities																
Taxes					1,453.57											
Insurance		34.00				34.00				34.00				34.00		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00
Legal				120.00				120.00								120.00
HOA																
Accounting																
Net Income	\$ 2,122.00	\$ 2,060.00	\$ 2,032.00	\$ 3,982.00	\$ 2,500.33	\$ 2,438.33	\$ 2,410.33	\$ 2,210.33	\$ 4,332.33	\$ 4,270.33	\$ 4,242.33	\$ 4,042.33	\$ 6,164.33	\$ 6,102.33	\$ 6,074.33	\$ 5,874.33

3016 S ELLINORE

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (1,109.28)	\$ (1,117.70)	\$ (1,126.12)	\$ (1,148.54)	\$ (1,138.48)	\$ (1,146.90)	\$ (1,155.32)	\$ (1,177.74)	\$ (1,167.68)	\$ (1,176.10)	\$ (1,184.52)	\$ (1,206.94)	\$ (220.36)	\$ (1,205.30)	\$ (1,213.72)
Rent	995.00			995.00	995.00				995.00				995.00			
Expenses																
Mortgage	976.52			976.52	976.52				976.52					976.52		
Utilities																
Taxes	1,119.34															
Insurance																
Manager																
Repairs and Maintenance	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42	8.42
Legal																
HCA				14.00				14.00				14.00				14.00
Accounting																
Net Income	\$ (1,109.28)	\$ (1,117.70)	\$ (1,126.12)	\$ (1,148.54)	\$ (1,138.48)	\$ (1,146.90)	\$ (1,155.32)	\$ (1,177.74)	\$ (1,167.68)	\$ (1,176.10)	\$ (1,184.52)	\$ (1,206.94)	\$ (220.36)	\$ (1,205.30)	\$ (1,213.72)	\$ (1,236.14)

2343 S VIA DE DOS ARROYOS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ (829.00)	\$ (846.00)	\$ (863.00)	\$ 338.00	\$ (638.50)	\$ (655.50)	\$ (672.50)	\$ (783.50)	\$ (490.00)	\$ (507.00)	\$ (524.00)	\$ (593.00)	\$ 560.00	\$ (316.50)	\$ (333.50)
Rent	1,270.00			1,270.00				1,270.00					1,270.00			
Expenses																
Mortgage	959.50				959.50				959.50					959.50		
Utilities																
Taxes	1,122.50															
Insurance																
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00	17.00
Legal																
HOA								42.00								
Accounting																
Net Income	\$ (829.00)	\$ (846.00)	\$ (863.00)	\$ 338.00	\$ (638.50)	\$ (655.50)	\$ (672.50)	\$ (783.50)	\$ (490.00)	\$ (507.00)	\$ (524.00)	\$ (593.00)	\$ 660.00	\$ (316.50)	\$ (333.50)	\$ (402.50)

21981 SUNDOWNERS

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/16/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 1,175.79	\$ 1,021.93	\$ 916.32	\$ 2,870.71	\$ 611.27	\$ 457.41	\$ 351.80	\$ 2,306.19	\$ 1,279.98	\$ 1,126.12	\$ 1,020.51	\$ 774.90	\$ 2,869.29	\$ 1,796.83	\$ 1,691.22
Rent	2,200.00			2,200.00				2,200.00					2,200.00			
Expenses																
Mortgage	918.60				918.60				918.60					918.60		
Utilities																
Taxes					1,235.23											
Insurance		48.25				48.25				48.25						
Manager				52.00				52.00	2.00			52.00				52.00
Repairs and Maintenance	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61	105.61
Legal																
HOA				88.00				88.00				88.00				88.00
Accounting																
Net Income	\$ 1,175.79	\$ 1,021.93	\$ 916.32	\$ 2,870.71	\$ 611.27	\$ 457.41	\$ 351.80	\$ 2,306.19	\$ 1,279.98	\$ 1,126.12	\$ 1,020.51	\$ 774.90	\$ 2,869.29	\$ 1,796.83	\$ 1,691.22	\$ 1,445.61

166 WALTER

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16
Week Ending	11/15/2009	11/22/2009	11/29/2009	12/6/2009	12/13/2009	12/20/2009	12/27/2009	1/3/2010	1/10/2010	1/17/2010	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Income																
Cash	0	\$ 1,118.06	\$ 1,067.18	\$ 1,048.88	\$ 978.58	\$ 744.87	\$ 683.99	\$ 675.69	\$ 605.39	\$ 1,723.45	\$ 1,672.57	\$ 1,654.27	\$ 1,583.97	\$ 1,565.67	\$ 2,651.15	\$ 2,632.85
Rent	2,200.00				2,200.00				2,200.00					2,200.00		
Expenses																
Mortgage	1,063.64				1,063.64				1,063.64					1,063.64		
Utilities																
Taxes					1,351.77											
Insurance		32.58				32.58				32.58				32.58		
Manager				52.00				52.00				52.00				52.00
Repairs and Maintenance	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30	18.30
Legal																
HOA																
Accounting																
Net Income	\$ 1,118.06	\$ 1,067.18	\$ 1,048.88	\$ 978.58	\$ 744.87	\$ 683.99	\$ 675.69	\$ 605.39	\$ 1,723.45	\$ 1,672.57	\$ 1,654.27	\$ 1,583.97	\$ 1,565.67	\$ 2,651.15	\$ 2,632.85	\$ 2,652.55

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

1900 Avenue of the Stars, Seventh Floor, Los Angeles, California 90067

The foregoing document described NOTICE OF EMERGENCY MOTION AND EMERGENCY MOTION OF DEBTOR IN POSSESSION FOR ORDER: (1) GRANTING INTERIM USE OF CASH COLLATERAL; (2) GRANTING REPLACEMENT LIENS; (3) SCHEDULING AND ESTABLISHING DEADLINES RE FINAL HEARING ON PERMANENT USE OF CASH COLLATERAL; AND (4) AFTER CONCLUSION OF FINAL HEARING, AUTHORIZING PERMANENT USE OF CASH COLLATERAL; MEMORANDUM OF POINTS AND AUTHORITIES; AND DECLARATION OF ALAN RAPOPORT IN SUPPORT THEREOF will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”) – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) (“LBR”), the foregoing document will be served by the court via NEF and hyperlink to the document. On December 2, 2009, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

- Russell Clementson russell.clementson@usdoj.gov
- Joseph A Eisenberg jae@jmbm.com
- United States Trustee (LA) ustpregion16.la.ecf@usdoj.gov

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served): On December 2, 2009, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. *Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.*

Served By U.S. Mail
The Honorable Samuel L. Bufford
U.S. Bankruptcy Court
Roybal Federal Building
255 E. Temple Street, Suite 1582
Los Angeles, CA 90012-3332

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on _____, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

December 2, 2009

Claudean Brandon



Date

Type Name

Signature

1 **ADDITIONAL SERVICE INFORMATION:**

2 **II. SERVED BY U.S. MAIL:**

3 **Secured Creditors:**

4 CitiMortgage, Inc.
Agent for Service of Process
5 CT Corporation System
818 West Seventh St.
6 Los Angeles, CA 90017

7 Bank of America, National Association
Agent for Service of Process
8 CT Corporation System
818 West Seventh St.
9 Los Angeles, CA 90017

10 First Bank of Beverly Hills
Agent for Service of Process
11 Annette Vecchio
23901 Calabasas Rd Ste 1050
12 Calabasas, CA 91302

13 First Horizon Home Loan Corporation
Agent for Service of Process
14 CT Corporation System
818 West Seventh St.
15 Los Angeles, CA 90017

16 GMAC Wholesale Mortgage Corp
Agent for Service of Process
17 Corporation Service Company Which
Will Do Business In California As
18 CSC - Lawyers Incorporating Service
2730 Gateway Oaks Dr Ste 100
Sacramento, CA 95833

19 Wells Fargo Bank, National Association
Agent for Service of Process
20 Corporation Service Company Which
Will Do Business In California As
21 CSC - Lawyers Incorporating Service
22 2730 Gateway Oaks Dr Ste 100
Sacramento, CA 95833

23 Perry and Rita Klein
c/o David Winterton, Esq.
24 211 N. Buffalo Dr Suite A
25 Las Vegas, NV 89145

26

27

28

II. SERVED BY U.S. MAIL

SHALAN ENTERPRISES, LLC
CASE NO. 2:09-bk-43263-SB

LIST OF CREDITORS HOLDING 20 LARGEST
UNSECURED CLAIMS

Ryan & Sari Steaffens
27312 Pinavette
Mission Viego, CA 92691

Thomas McGarry
5823 Capehorn
Agoura Hills, CA 91301

Joe Conlon
5883 Caphorn
Agoura Hills, CA 91301

Kaydi Truman - Zachery Elam
Theresa Costig
5834 Capehorn
Agoura Hills, CA 91301

Leila Mahanedi & Shaun Frank
30865 Overfall
Westlake Village, CA 91382

Shaul Maouda
30657 Passageway Pl
Agoura Hills, CA 91301

Valerie Freedman
5645 Slicer Circle
Agoura Hills, CA 91301

Stratford Dews
5354 Captains Pl
Agoura Hills, CA 91301

Isaiah Cervantes & Char-Leigh Hoyes
30729 Mainmast
Agoura Hills, CA 91301

Deanna & Tony Cobb
552 Highview
Newbury Park, CA 91320

Robert Walton Irina & Emily Shikhva
30723 Mainmast
Agoura Hills, CA 91301

David Buehler and Alec Buehler
5827 Capehorn
Agoura Hills, CA 91301

II. SERVED BY U.S. MAIL

Myra Deck
5322 Lake Crest Dr
Agoura Hills, CA 91301

Charles & Christina Watanabe
5676 Slicer Circle
Agoura Hills, CA 91301

Eric Dillon
125 Los Vientos
Newbury Park, CA 91320

Joel Cohen
1674 Glenbrock
Newbury Park, CA 91320

Debbie Lucas
5837 Lake Lindero
Agoura Hills, CA 91301

Leslie Wise
6017 Hackers
Agoura Hills, CA 91301