

CSD 1099 {09/26/06}

Name, Address, Telephone No. & I.D. No.
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UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA

325 West "F" Street, San Diego, California 92101-6991

In Re
VAIL LAKE RANCHO CALIFORNIA, LLC

BANKRUPTCY NO. 12-16684-LA11

Debtor.

BALANCE OF SCHEDULES, STATEMENTS, AND/OR CHAPTER 13 PLAN

Presented herewith are the original with the number of copies required by Local Bankruptcy Rule 1007-2(b) of the following [Check one or more boxes as appropriate]:

[X] Summary of Schedules
 [] Statistical Summary of Certain Liabilities and Related Data
 [X] Schedule A - Schedule of Real Property
 [X] Schedule B - Schedule of Personal Property
 [] Schedule C - Schedule of Property Claimed Exempt
 [X] Schedule D - Creditors Holding Secured Claims
 [X] Schedule E - Creditors Holding Unsecured Priority Claims
 [X] Schedule F - Creditors Holding Unsecured Nonpriority Claims
 [X] Schedule G - Schedule of Executory Contracts & Unexpired Leases
 [X] Schedule H - Schedule of Co-Debtor
 [] Schedule I - Current Income of Individual Debtor(s)
 [] Schedule J - Current Expenditures of Individual Debtor(s)
 [X] Statement of Financial Affairs
 [] Statement of Current Monthly Income and Means Test Calculation (Form B22A)
 [] Statement of Current Monthly Income (Form B22B)
 [] Statement of Current Monthly Income and Calculation of Commitment Period and Disposable Income (Form B22C)
 [] Chapter 13 Plan

IF ADDITIONAL CREDITORS ARE ADDED AT THIS TIME, THE FOLLOWING ARE REQUIRED:

1. Computer diskette containing only the added names and addresses (when the Balance of Schedules are filed on paper).
2. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, as required by Local Bankruptcy Rule 1007-4. See instructions on reverse side.

Dated: July 5, 2013

Signed: /s/ Ali M.M. Mojdehi

Attorney for Debtor

I, Thomas C. Hebrank, the undersigned Chief Restructuring Officer of the Debtor, hereby declare under penalty of perjury that the information set forth in the balance of schedules and/or chapter 13 attached hereto, consisting of 31 pages, and on the creditor matrix diskette, if any, is true and correct to the best of my information and belief.

Dated: July 5, 2013

/s/ Thomas C. Hebrank

Chief Restructuring Officer of Debtor

Joint Debtor

INSTRUCTIONS

1. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, may be used to notify any added entity. When applicable, copies of the following notices shall accompany the notice: Order for and Notice of Section 341(a) Meeting, Discharge of Debtor, Notice of Order Confirming Plan, and Proof of Claim.
2. If not filed previously and this is an ECF case, the *DECLARATION RE: ELECTRONIC FILING OF PETITION, SCHEDULES & STATEMENTS* (Local Form CSD 1801) must be filed in accordance with General Order #162.

CERTIFICATE OF SERVICE

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on 5th day of July 2013, I served a true copy of the within **BALANCE OF SCHEDULES AND/OR CHAPTER 13 PLAN** by [describe here mode of service]
NEF, first-class mail, and e-mail

on the following persons [set forth name and address of person served]:

<input checked="" type="checkbox"/> For Chpt. 7, 11, & 12 cases: []	For ODD numbered Chapter 13 cases: []	For EVEN numbered Chapter 13 cases: []
UNITED STATES TRUSTEE Department of Justice 402 West Broadway, Suite 600 San Diego, CA 92101	THOMAS H. BILLINGSLEA, JR., TRUSTEE 530 "B" Street, Suite 1500 San Diego, CA 92101	DAVID L. SKELTON, TRUSTEE 525 "B" Street, Suite 1430 San Diego, CA 92101-4507

[] Chpt. 7 Trustee, if any:

[] If Chpt. 11, each member of any committee appointed:

[See attached service list]

I certify under penalty of perjury that the foregoing is true and correct.

Executed on July 5, 2013
(Date)

Andrea K. Behrend
(Typed Name and Signature)
Cooley LLP
4401 Eastgate Mall
(Address)


San Diego, CA 92121-1909
(City, State, ZIP Code)

SERVICE LIST:

12-16684-LA11 Notice will be electronically mailed to:

Mary Testerman Duvoisin on behalf of United States Trustee United States Trustee
mary.m.testerman@usdoj.gov, USTP.region15@usdoj.gov;tiffany.l.carroll@usdoj.gov

Michael Gerard Fletcher on behalf of Creditor Cambridge Financial of California, LLC
mfletcher@frandzel.com, efiling@frandzel.com, shom@frandzel.com

Janet D. Gertz on behalf of Debtor-In-Possession Vail Lake Rancho California, LLC
jgertz@cooley.com

Chun Hsu on behalf of Creditor Beresford Development LLC
chsu@frandzel.com, efiling@frandzel.com, bwilson@frandzel.com

Paul J Leeds on behalf of Petitioning Creditor Thomas Tahara
leedsp@higgslaw.com, reisingc@higgslaw.com

Peter W. Lianides on behalf of Creditor Kid Gloves, Inc. and 1690463 Alberta Ltd.
plianides@winthropcouchot.com, pj@winthropcouchot.com, vcorbin@winthropcouchot.com

Ali M.M. Mojdehi on behalf of Alleged Debtor Vail Lake Rancho California, LLC
amojdehi@cooley.com, jgertz@cooley.com, bbyun@cooley.com, arego@cooley.com

Ali M.M. Mojdehi on behalf of Debtor-In-Possession Vail Lake Rancho California, LLC
amojdehi@cooley.com, jgertz@cooley.com, bbyun@cooley.com, arego@cooley.com

Frederick C. Phillips on behalf of Alleged Debtor Vail Lake Rancho California, LLC
fcp@philaw.com

Thomas M. Robins, III on behalf of Creditor Cambridge Financial of California, LLC
trobins@frandzel.com, efiling@frandzel.com, achase@frandzel.com

Gregory M. Salvato on behalf of Creditor Cambridge Financial of California, LLC
gsalvato@salvatolawoffices.com, calendar@salvatolawoffices.com

Bryan Theis on behalf of Creditor Elysian Events LLC
bryan@theislaw.com

United States Trustee
ustp.region15@usdoj.gov

12-16684-LA11 Notice will be served via e-mail to:

Jaroslav Medek: jarmedek@yahoo.com

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

United States Bankruptcy Court
Southern District of California

In re Vail Lake Rancho California LLC,
 Debtor

Case No. 12-16884-LA11
 Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 90,032,500.0		
B - Personal Property	YES	3	\$ 500.00		
C - Property Claimed as Exempt	NO	0			
D - Creditors Holding Secured Claims	YES	5		\$ 3,740,363.47	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	3		\$ 2,788,761.05	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtors(s)	NO	0			\$
TOTAL			\$ 90,033,000.0	\$ 6,529,124.52	

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16684-LA11
(If known)**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Vail Lake adjacent land - 1065.44 Acres			37,137,500.00	Unknown
Vail Lake surface, usage and water rights			50,000,000.00	Unknown
Club house, pool, 2 tennis courts			1,350,000.00	Unknown
Sundance homes, buildings, and 2 barns			1,050,000.00	Unknown
Well Pump			100,000.00	Unknown
3 Boat Ramps			85,000.00	Unknown
Membership Office			300,000.00	Unknown
Ampitheatre Stage			10,000.00	Unknown
Total ►			90,032,500.00	
(Report also on Summary of Schedules.)				

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(If known)**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(If known)**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.		Clubhouse Pool Motor		500.00
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
		continuation sheets attached	Total ➤	\$ 500.00

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

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H O W J C	Husband, Wife, Joint or Community			C O N T I N G E N T	U N L I Q U I D A T E	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
1690463 Alberta, Ltd. c/o Winthrop Couchot P.C. Attn: Peter W. Lianides 660 Newport Center Drive, Suite 400 Newport Beach, CA 92660			Deed of Trust recorded December 15, 1982			X			\$512,963.00	\$0.00
Beresford Development, LLC c/o Frandzel Robins Bloom & CSATO, L.C. Attn: Michael Gerard Fletcher 6500 Wilshire Boulevard, 17 th Floor Los Angeles, California 90048			Judgment Lien Assignee of KB Coastal Homes, Inc. Superior Court of the State of California County of Riverside Abstract of Judgment recorded with Riverside County Recorder's Office on 03/18/2009						\$336,345.25	\$0.00
Blum Collins LLP 707 Wilshire Blvd., #4880 Los Angeles, CA 90017			UCC Lien Filed 03/20/2009						\$0.00	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E J B T O R	Husband, Wife, Joint or Community						AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D				
Cambridge Financial of California, LLC c/o Frandzel Robins Bloom & CSATO, L.C. Attn: Thomas M. Robins, III and Michael Gerard Fletcher 6500 Wilshire Boulevard, 17 th Floor Los Angeles, California 90048		Deed(s) of Trust County of Riverside, State of California Assessor's Parcel Nos. ("APN") as follows: 927-680-002 927-680-011 927-680-012		X	X			Unknown	
County of Riverside, Treasurer and Tax Collector County Administrative Center-4 th Floor 4080 Lemon Street P.O. Box 12005 Riverside, CA 92502-2205		Statutory Lien(s) County of Riverside, State of California APN as follows: 927-680-002 927-680-004 927-680-005 927-680-011 927-680-012						\$260,823.92 \$162,801.39 \$45,363.66 \$21,896.07 \$19,413.07	\$0.00
County of Riverside, Treasurer and Tax Collector County Administrative Center-4 th Floor 4080 Lemon Street P.O. Box 12005 Riverside, CA 92502-2205		Statutory Lien(s) County of Riverside, State of California APN as follows: 581-070-015 581-070-016 581-120-005 581-150-013 581-150-015 581-150-016 581-150-017 917-050-003 917-050-007						\$94,467.55	\$0.00
County of Riverside c/o Pamela J. Walls and Sunshine S. Sykes Office of Riverside County Counsel 3960 Orange Street, Suite 500 Riverside, CA 92501	X	Judgment Lien Superior Court of the State of California County of Riverside Abstract of Judgment recorded with Riverside County Recorder's Office on 08/29/2012						\$138,019.51	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H O D E B T O R	Husband, Wife, Joint or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Dynamic Finance Corporation 853 East Valley Blvd., Suite 200 San Gabriel, CA 91776			For Notice Purposes Only						
First Interstate Bank of California c/o San Diego DLC PO Box 210028 San Diego, CA 2121			Deed of Trust		X			\$0.00	\$0.00
KB Home Coastal, Inc. c/o Prindle, Decker & Amaro 310 Golden Shore, 4 th Floor PO Box 22711 Long Beach, CA 90802-5511			For Notice Purposes Only						
Kid Gloves, Inc. c/o Winthrop Couchot P.C. Attn: Peter W. Lianides 660 Newport Center Drive, Suite 400 Newport Beach, CA 92660			Deed of Trust recorded June 2, 1989	X	X			\$391,044.00	\$0.00
Lamar Central Outdoor, LLC c/o Badger Law Office 5055 Canyon Crest Drive Riverside, CA 92507	X		Superior Court of the State of California County of Riverside Abstract of Judgment recorded with Riverside County Recorder's Office on 01/17/2013		X			\$33,543.86	\$0.00
Phillips, Haskett & Ingwalson, P.C. Attn: Frederick C. Phillips 550 West "C" Street, 19 th Floor San Diego, CA 92101			Deed of Trust County of Riverside, State of California APN as follows: 581-070-015 581-070-016 581-120-005 581-150-013 581-150-015 581-150-016 581-150-017 917-050-003 917-050-007					\$1,050,000	\$0.00

Sheet 3 of 5 total sheets in Schedule of Creditors Holding Secured Claims

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN				AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	D I S P U T E D		
Prudent Finance, LLC c/o American Incorporators Ltd. 1220 N. Market Street, Suite 808 Wilmington, DE 19801		For Notice Purposes Only						
Rancho California Water District c/o James B. Gilpin, Esq. Best Best & Krieger LLP 655 West Broadway, 15 th Floor San Diego, CA 92101	X	Superior Court of the State of California County of Riverside Judgment entered 01/29/2010; recorded with Riverside County Recorder's Office on 02/08/2011					Unknown	
Security Pacific Bank 12121 Wilshire Blvd., Suite 1350 Los Angeles, CA 90025		Deed of Trust		X			\$0.00	\$0.00
State of California Dept. of Industrial Relations Div. of Labor Standards Enforcement Attn: James E. Berry, Esq. DLSE – Collection Unit 2031 Howe Avenue, #100 Sacramento, CA 95825		Superior Court of the State of California County of Riverside Certificate of Penalty Lien recorded with Riverside County Recorder's Office on 02/28/2013		X			\$18,500.00	\$0.00
Tenner Johnson LLP Attn: J. Craig Johnson 41593 Winchester Road, Suite 200 PMB 004 Temecula, CA 92590	X	Superior Court of the State of California County of Riverside Abstract of Judgment recorded with Riverside County Recorder's Office on 04/24/2012					\$183,932.19	\$0.00
Thomas Tahara PO Box 1674 Solana Beach, CA 92075		Deed of Trust (Not disputed as to liability or amount)			X		\$471,250.00	\$471,250.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D W E J B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	
			C O N T I N G E N T	U N L I Q U I D A T E	D J S P U T E D					
XD Conejo Notes LLC c/o Mundell, Odlum & Haws LLP 650 East Hospitality Lane, Suite 470 San Bernardino, CA 92408		Deed of Trust Absolute Assignment of Deed of Trust filed 05/31/2012; Deed of Trust with Assignment of Rents filed 09/21/2004	X	X			Unknown	Unknown	Unknown	
James & Dorene Bree c/o County Records Research, Trustee Division 4952 Warner Ave. #105 Huntington Beach, CA 92649		Deed(s) of Trust	X	X	X		Unknown	Unknown	Unknown	
Total(s) (Use only on last page)					\$3,740,363.47			(Report also on Summary of Schedules)		

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

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

In re Vail Lake Rancho California LL,
*Debtor*Case No. 12-16884-LA11
*(if known)***SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

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

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

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

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

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

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

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

Domestic Support Obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

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

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

B6E (Official Form 6E) (04/13) – Cont.

In re Vail Lake Rancho California LLC,
Debtor

Case No. 12-16884-LA11
(if known)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

B6E (Official Form 6E) (04/13) – Cont.

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16684-LA11
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**
(Continuation Sheet)**Type of Priority for Claims Listed on This Sheet**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No.									
Account No.									
Account No.									
Account No.									

Sheet no. 1 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotals►
(Totals of this page)

\$	\$	
\$		
	\$	\$

Total►
(Use only on last page of the completed
Schedule E. Report also on the Summary
of Schedules.)Totals►
(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			Litigation settlement	X			1,500,000.00
North Plaza, LLC PO Box 310 La Mesa, CA 91944-3010			Consulting services				313,979.00
ACCOUNT NO.			Litigation	X	X	X	300,000.00
Elysian Events, LLC PO Box 13939 Los Angeles, CA 90013			Consulting services				95,000.00
ACCOUNT NO.							Subtotal ► \$ 2,208,979.00
Darrell Connerton 31616 Corte Rosario Temecula, CA 92592							Total ► \$
2 continuation sheets attached							
							(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			Consulting services				48,000.00
Wayne Gregory 825-A8 South Waukegan Waukegan, IL 60045			Consulting services				24,000.00
ACCOUNT NO.			Trade				22,000.00
Richard Crowell 427 Fern Leaf Way Corona Del Mar, CA 92625			Trade/utility				279.64
ACCOUNT NO.			Trade/utility				868.56
Anza Gas Service PO Box 391819 Anza, CA 92539							
Southern California Edison PO Box 300 Rosemead, CA 91772							
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal ►	\$		95,148.20
				Total ►	\$		
				(Use only on last page of the completed Schedule F.)			
				(Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)			

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							226.53
Southern California Telephone 27515 Enterprise Circle West Temecula, California 92590							
ACCOUNT NO.							13,157.32
Orange County Pump 1627 Boyd ST, Santa Ana, CA 92705							
ACCOUNT NO.			Note				471,250.00
Thomas Tahara PO Box 1674 Solana Beach, CA 92075							
ACCOUNT NO.			Litigation	X	X	X	Unknown
James Bree c/o Buchalter Nemer, 18400 Von Karman Ave., Ste 800, Irvine, CA							
ACCOUNT NO.			Litigation	X	X	X	Unknown
Dorene Bree c/o Buchalter Nemer, 18400 Von Karman, Ave., Ste 800, Irvine, CA							
Sheet no <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal \$ 484,633.85
							Total \$ 2,788,761.05
							(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16884-LA11
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

In re Vail Lake Rancho California, LLC,
DebtorCase No. 12-16684-LA11
(if known)**SCHEUDLE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Vail Lake Village & Resort, LLC -and- Vail Lake USA, LLC c/o Thomas C. Hebrank, CRO 501 W. Broadway, Suite 800 San Diego, CA 92101	County of Riverside c/o Pamela J. Walls and Sunshine S. Sykes Office of Riverside County Counsel 3960 Orange Street, Suite 500 Riverside, CA 92501
William Johnson 4824 Exchange Place La Jolla, CA 92038 -and- Vail Lake Village & Resort, LLC -and- Vail Lake USA, LLC c/o Thomas C. Hebrank, CRO 501 W. Broadway, Suite 800 San Diego, CA 92101	Lamar Central Outdoor, LLC c/o Badger Law Office 5055 Canyon Crest Drive Riverside, CA 92507
Vail Lake Village & Resort, LLC -and- Vail Lake USA, LLC c/o Thomas C. Hebrank, CRO 501 W. Broadway, Suite 800 San Diego, CA 92101	Rancho California Water District c/o James B. Gilpin, Esq. Best Best & Krieger LLP 655 West Broadway, 15th Floor San Diego, CA 92101
William and Patricia Johnson 4824 Exchange Place La Jolla, CA 92038 -and- Shining City, Inc. -and- Fountainhead Country Club, LLC Attn: William P. Johnson 4824 Exchange Place La Jolla, CA 92038 -and- Vail Lake Rancho California, LLC -and- Vail Lake Village & Resort, LLC c/o Thomas C. Hebrank, CRO 501 W. Broadway, Suite 800 San Diego, CA 92101	Tenner Johnson LLP Attn: J. Craig Johnson 41593 Winchester Road, Suite 200 PMB 004 Temecula, CA 92590

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

In re Vail Lake Rancho California LLC,
DebtorCase No. 12-16684-LA11
(if known)**DECLARATION CONCERNING DEBTOR'S SCHEDULES****DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____

Debtor

Date _____

Signature: _____

(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition PreparerSocial Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

AddressX _____
Signature of Bankruptcy Petition Preparer

Date _____

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

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

I, the Chief Restructuring Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the limited liability company [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief. They are based upon my review and analysis since the time of my retention, and are subject to change upon obtaining further information. Nothing herein is or is intended to be an admission as to the validity, amount, and/or priority of any claim.

06/28/2013

Date _____

Signature: Thomas C. Hebrank

Thomas C. Hebrank

[Print or type name of individual signing on behalf of debtor.]

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

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

UNITED STATES BANKRUPTCY COURT

Southern District of California

In re: Vail Lake Rancho California, LLC,
DebtorCase No. 12-16884-LA11
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

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

AMOUNT

SOURCE

Income is consolidated in Outdoor Recreational Management LLC

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2. Income other than from employment or operation of businessNone

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

AMOUNT SOURCE

3. Payments to creditorsNone
Complete a. or b., as appropriate, and c.

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Expenses are consolidated with Outdoor Recreational Management LLC			

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

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None

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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See Outdoor Recreational Management LLC

4. Suits and administrative proceedings, executions, garnishments and attachments

None

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

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

See Question No. 4a
Attachment

None

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

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

5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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6. Assignments and receivershipsNone

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
---------------------------------	-----------------------	---

None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	---

7. GiftsNone

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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See Outdoor Recreational
Management LLC

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9. Payments related to debt counseling or bankruptcyNone

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS
OF PAYEEDATE OF PAYMENT,
NAME OF PAYER IF
OTHER THAN DEBTORAMOUNT OF MONEY OR
DESCRIPTION AND
VALUE OF PROPERTYSee Outdoor Recreational
Management LLC**10. Other transfers**None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF TRANSFeree,
RELATIONSHIP TO DEBTOR
Vail Lake Groves LLC ("VLG")DATE
08/30/2011DESCRIBE PROPERTY
TRANSFERRED AND
VALUE RECEIVED
Certain parcels transferred to VLG
on 8/30/11; Returned 5/3/12None

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER
DEVICEDATE(S) OF
TRANSFER(S)AMOUNT OF MONEY OR DESCRIPTION
AND VALUE OF PROPERTY OR DEBTOR'S
INTEREST IN PROPERTY**11. Closed financial accounts**None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF INSTITUTIONTYPE OF ACCOUNT, LAST FOUR
DIGITS OF ACCOUNT NUMBER,
AND AMOUNT OF FINAL BALANCEAMOUNT AND
DATE OF SALE
OR CLOSING

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12. Safe deposit boxesNone

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another personNone

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtorNone

If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former SpousesNone

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

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

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

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

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

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of businessNone

a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or

other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

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

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

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

19. Books, records and financial statements

None

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Norilyn Basalo 18188 W. Windsong Avenue Goodyear, AZ 85338	2010 - Present

None

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

NAME	ADDRESS	DATES SERVICES RENDERED
David Bowman P.O. Box 232081 Encinitas, CA 92023		2008 - 2012

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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

Norilyn Basalo 18188 W. Windsong Avenue
Goodyear, AZ 85338

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

NAME AND ADDRESS DATE ISSUED

20. Inventories

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

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

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

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

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Shining City, Inc. Angela Sabella		75% 25%

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22 . Former partners, officers, directors and shareholders

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

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

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See Outdoor Recreational
Management LLC

24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
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[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date	Signature of Debtor
Date	Signature of Joint Debtor (if any)

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief. They are subject to change upon obtaining further information. Nothing herein is or is intended to be an admission as to the validity, amount or priority of any claim.

Date	06/28/2013	Signature
		Thomas C. Hebrank
		Print Name and Title

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

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continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 132 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social-Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. § 156.

In re Vail Lake Rancho California, LLC (Case No. 12-16684-LA11)
 Statement of Financial Affairs, Question No. 4(a) Attachment

List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case.

CAPTION OF SUIT AND DEBTOR	CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Vail Lake Rancho California, LLC v. Abreu	D061892	Appeal	Cal. App., 4th App. Dist., Div. 1	Pending
Lamar Central Outdoor LLC v. Vail Lake Village & Resort	RIC1210460	Collection	Riverside Superior Ct.	Post-Judgment proceedings
Chen v. Shining City, Inc.	RIC1210424	Injunctive Relief	Riverside Superior Ct.	Pending
Elysian Events LLC v. Vail Lake Resort	RIC1209275	Breach of Contract	Riverside Superior Ct.	Pending
Vail Lake Rancho California, LLC v. Clausen	HEC1201123	Unlawful Detainer	Riverside Superior Ct.	Post-Judgment proceedings
Vail Lake Rancho California, LLC v. Clausen	HEC1201124	Unlawful Detainer	Riverside Superior Ct.	Post-Judgment proceedings
Craig Johnson & Associates v. Johnson	RIC10021027	Breach of Contract	Riverside Superior Ct.	Post-Judgment proceedings
KB Home Coastal Inc. v. Vail Lake USA, LLC	RIC457811	Breach of Contract	Riverside Superior Ct.	Post-Judgment proceedings
Bree v. Johnson	RIC400076	Breach of Contract	Riverside Superior Ct.	Settled / Dismissal pending
Bree v. Johnson	RIC399683	Foreclosure	Riverside Superior Ct.	Dismissed
Vail Lake Rancho California, LLC v. Clawson	37-2009-00094633-CU-FR-CTL	Fraud	San Diego Superior Ct.	Pending / On Appeal
Cambridge Financial of California, LLC v. Kipperman	3:13-cv-1247	Bankruptcy Appeal	U.S. Dist. Ct., S.D. Cal.	Pending