

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WL Texas LP

Case No. 09-10574

Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's Statement and Schedules

WL Texas LP (the "Debtor") submits its Statement of Financial Affairs (the "Statement") and Schedules of Assets and Liabilities (the "Schedules"), pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statement and Schedules are fully incorporated into and made part of the Statement and Schedules. These notes comprise an integral part of the Statement and Schedules and should be referred to and considered in connection with any review of the Statement and Schedules. Unless otherwise noted, the financial and other information contained in the Statement and Schedules is derived from the Debtor in accordance with the Debtor's financial reporting and accounting policies and procedures.

The Debtor's bankruptcy petition was filed on February 19, 2009 with the bankruptcy petitions of 5 of its affiliates (collectively, the "Debtors"). The Debtors' bankruptcy cases are jointly administered by order of the Bankruptcy Court under the caption In re WL Homes LLC, Case No. 09-10571.

The Debtor reserves all rights to amend the Statement and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statement and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights by the Debtor involving any present or future causes of action, contested matters or other issues under the provisions of chapter 11 of title 11 of the United States Code or other applicable non-bankruptcy laws.

Given the differences between the information to be submitted in the Statement and Schedules and the financial information utilized under Generally Accepted Accounting Principles, the aggregate asset values and claim amounts set forth in the Statement and Schedules may not reflect the values and amounts that would be set forth in a balance sheet for the Debtor prepared in accordance with Generally Accepted Accounting Principles.

It would be prohibitively expensive, unduly burdensome and extremely time-consuming to obtain current market valuations of the Debtor's assets. Accordingly, unless otherwise indicated, net book values rather than current market values are reflected on the Statement and Schedules. Assets that have been fully depreciated or expensed for accounting purposes have no net book value. The current book values may not reflect a comprehensive review of accounting adjustments, including asset impairments and write-downs, which may be required and conducted in relation to the Debtor's bankruptcy. The reader therefore should not place undue reliance upon the book values associated with the assets listed.

The Debtor has not listed estimated values of its real estate leases.

General Notes Regarding the Debtor's Statement and Schedules

1. Financial Information.

The information provided for herein, except as otherwise noted, represents the assets and liability data of the Debtor as of February 19, 2009, (the "Petition Date") unless otherwise noted.

2. Unaudited Financial Information.

The Statement and Schedules prepared by the Debtor's management and professionals are unaudited. While the Debtor has tried to ensure that the Statement and Schedules are accurate and complete based upon information that was available at the time of the preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Statement and Schedules.

3. Claim Description.

Any failure to designate a claim on the Statement and Schedules as "contingent," "unliquidated," or "disputed" does not constitute an admission that such claim is not "contingent," "unliquidated," or "disputed." The Debtor reserves the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed."

Moreover, the Debtor reserves all rights to amend the Statement and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statement and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights by the Debtor involving any present or future causes of action, contested matters or other issues under the provisions of Chapter 11 of title 11 of the United States Code or other relevant non-bankruptcy laws.

4. Accuracy.

While the Debtor has sought to file complete and accurate Statement and Schedules, inadvertent errors and omissions may exist. The Debtor reserves the right to amend its Statement and Schedules as necessary or appropriate.

5. Liabilities.

The Debtor has sought to allocate liabilities between the pre-petition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Statement and Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

7. Specific Notes.

These general notes are in addition to the specific notes set forth in the related Statement and Schedules hereinafter.

Note to Schedule “B”

Schedule B Disclaimer

Unless otherwise noted, all of the amounts listed on Schedule B represent the value of the Debtor’s assets as reflected in the Debtor’s books and records (net of depreciation or amortization where applicable). The Debtor has performed no independent review of the value of these assets. The actual value of the assets listed may differ significantly from the amounts reflected in the Debtor’s books and records.

Certain items of equipment are or may be listed herein pursuant to a capital lease. Such designation is not an admission or recognition that such lease is a security agreement, and not a true lease. The Debtor expressly reserves all rights to challenge, on any basis, the nature of such equipment as owned or leased, as the case may be.

Taxes

Schedule “E” contains the Debtor’s best estimate of all of the potential priority claims against the Debtor’s estate held by governmental and quasi-governmental entities. The Debtor has not determined whether, and to what extent, any of the creditors identified on Schedule “E” in fact are entitled to priority under Section 507 of the Bankruptcy Code. The Debtor reserves the right to assert that claims identified on Schedule “E” are not claims of governmental entities and/or that such claims are not entitled to priority.

General Disclaimer

The Debtor has prepared the Schedules and the Statements based on the information reflected in the Debtor’s books and records. However, inasmuch as the Debtor’s books and records have not been audited, the Debtor cannot warrant the absolute accuracy of these documents. The Debtor has made a diligent effort to complete these documents accurately and completely. To the extent additional information becomes available, the Debtor will amend and supplement the Schedules and Statements.

**United States Bankruptcy Court
District of Delaware**

In re WL Texas LP

Debtor

Case No. 09-10574Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	3	2,759,414.00		
B - Personal Property	Yes	3	1,621,047.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		980,782.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		448.40	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		3,626,923.78	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		16			
Total Assets			4,380,461.00		
Total Liabilities				4,608,154.18	

In re WL Texas LP

Case No. 09-10574

Debtor

SCHEDULE A - REAL PROPERTY

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Imperial Oaks - See Attachment A for details	Owner	-	1,034,539.00	835,000.00
White Oak Falls - See Attachment A for details	Owner	-	110,500.00	145,782.00
Fall Creek - See Attachment A for details	Owner	-	276,500.00	0.00

Sub-Total > **1,421,539.00** (Total of this page)

Total > **1,421,539.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

Owner	Lender	Project	Description / Location of Property	Lot / Status	Data	Total				
WL Texas L.P.	Wach	Imperial Oaks	Located in the Spring Market area of South	Block 3,	Secured Claim Amount (2)	17,538				
				Block 3, Lot 28 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 29 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 31 / Spec - 55%	Secured Claim Amount (2)	70,600				
				Block 3, Lot 33 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 38 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 39 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 40 / Lot	Secured Claim Amount (2)	17,538				
				Block 3, Lot 7 / Model	Secured Claim Amount (2)	112,000				
				Block 3,	Secured Claim Amount (2)	17,538				
				Block 3, Lot 9 / Lot	Secured Claim Amount (2)	17,538				
				Imperial Oaks Current Value (1)						1,034,539
				Imperial Oaks Secured Claim Amount (2)						835,000
				White Oak Falls		Located in unincorporated northwest Harris County, Texas 77095	Block 1, Lot 5 / Model	Secured Claim Amount (2)	145,782	
White Oak Falls Current Value (1)						110,500				
White Oak Falls Secured Claim Amount (2)						145,782				
Wach Sum of Current Value						1,145,039				
Wach Sum of Amount of Secured Claim						980,782				
WL Texas L.P. Current Value (1)						1,421,539				
WL Texas L.P. Secured Claim Amount (2)						980,782				

(1) Valuations are derived from an internal study using short-term liquidation assumptions
(2) Secured claim amounts do not include any claims that have been deemed unsecured

Owner	Lender	Project	Description / Location of Property	Lot / Status	Data	Total				
WL Texas L.P.	None	Fall Creek	Fall Creek is located off State Highway 59 in the northern quadrant of the greater Houston metropolitan area in the vicinity of George Bush Houston Intercontinental Airport	200 / Model	Secured Claim Amount (2)	-				
				233 / Lot	Secured Claim Amount (2)	-				
				234 / Lot	Secured Claim Amount (2)	-				
				235 / Lot	Secured Claim Amount (2)	-				
				236 / Lot	Secured Claim Amount (2)	-				
				237 / Lot	Secured Claim Amount (2)	-				
				Fall Creek Current Value (1)						276,500
				Fall Creek Secured Claim Amount (2)						-
				None Sum of Current Value						276,500
				None Sum of Amount of Secured Claim						-
Wach	Imperial Oaks	Located in the Spring Market area of South Montgomery County, Texas 77386	Block 1, Lot 1 / Spec - 85%	Secured Claim Amount (2)	98,200					
			Block 1, Lot 10 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 12 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 13 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 16 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 17 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 4 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 6 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 7 / Lot	Secured Claim Amount (2)	17,538					
			Block 1, Lot 8 / Spec - 85%	Secured Claim Amount (2)	98,200					
			Block 1, Lot 9 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 10 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 11 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 12 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 13 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 14 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 15 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 16 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 24 / Lot	Secured Claim Amount (2)	17,538					
			Block 3, Lot 27 / Lot							

In re WL Texas LP

Case No. 09-10574

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	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			

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

2 continuation sheets attached to the Schedule of Personal Property

In re WL Texas LPCase No. 09-10574

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Intercompany Receivable - WL Homes LLC - Houston Division	-	1,605,553.00
		Intercompany Claim - Shadow Springs Partners LTD, Texas	-	15,494.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **1,621,047.00**
(Total of this page)

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

In re WL Texas LP

Case No. 09-10574

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	1,621,047.00

(Report also on Summary of Schedules)

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

In re WL Texas LP

Case No. 09-10574

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	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
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
Wachovia Bank, N.A. 18300 Von Karman Ave. Irvine, CA 92612			See Attachment D1					
			Value \$ 1,145,039.00				980,782.00	Unknown
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							980,782.00	0.00
Total (Report on Summary of Schedules)							980,782.00	0.00

0 continuation sheets attached

Owner	Lender	Project	Data	Total
WL Texas L.P.	Wachovia	Imperial Oaks	Current Value	1,034,539
			Secured Claim Amount	835,000
		White Oak Falls	Current Value	110,500
			Secured Claim Amount	145,782
	Wachovia Sum of Current Value			1,145,039
	Wachovia Sum of Amount of Secured Claim			980,782

In re WL Texas LPCase No. 09-10574

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* 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 \$2,425* 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 April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re WL Texas LP
Debtor

Case No. 09-10574

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xx-xxx-250-3 Harris County PO Box 73109 Houston, TX 77273			01/01/09 Personal Property Tax	X	X		98.06	Unknown
Account No. Various Harris County Business and Industrial Property Division PO Box 92207 Houston, TX 77292			01/01/09 Personal Property Tax	X	X		Unknown	Unknown
Account No. xx-xxxx-xx-x4103 Montgomery County Tax Assessor 499 North San Jacinto Conroe, TX 77301			01/01/09 Personal Property Tax	X	X		350.34	Unknown
Account No.								
Account No.								

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

Subtotal (Total of this page)	448.40	0.00
Total (Report on Summary of Schedules)	448.40	0.00

In re WL Texas LP

Case No. 09-10574

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Emaar Design Studio 19520 Jamboree Road Suite 500 Irvine, CA 92612			Intercompany Claim				2,966,187.98
Account No. Schedule F1 See Attachment F1			Trade Claims				660,735.80
Account No.							
Account No.							
Subtotal (Total of this page)							3,626,923.78
Total (Report on Summary of Schedules)							3,626,923.78

0 continuation sheets attached

Creditor	Address	Type of Claim	C	U	D	Amount
1st Infinity Enterprises, Inc	14402 Cypress Ridge Drive Cypress, TX 77429-6307	Trade Debt				1,438.07
All-Texas Fence, Inc.	7000 Cunningham Houston, TX 77041	Trade Debt				7,514.70
Aquatex	6315-B FM 1488 PMB 177 Magnolia, TX 77354	Trade Debt				717.50
Arnulfo Rodriguez Roofing Co., Inc	6811 Theall, Suite A Houston, TX 77066	Trade Debt				13,852.50
AT&T	PO Box 5001 Carol Stream, IL 60198-5001	Trade Debt				626.53
Benito Soto	8001 Arrow Rock Houston, TX 77050	Trade Debt				2,025.00
Boeker Countertops of houston, Inc.	P.O. Box 691307 Houston, TX 77269-1307	Trade Debt				294.00
Builder's Choice, Inc.	14211 Verde Mar Lane Houston, TX 77095	Trade Debt				22,690.00
Cangelosi Company	14021 S/ Gessner Missouri City, TX 77489	Trade Debt				4,225.90
Cast Fireplaces, Inc.	10425 Tanner Road Houston, TX 77041	Trade Debt				730.69
Champion Window	P.O. Box 680705 Houston, TX 77268-0705	Trade Debt				7,731.30
Cidronio Rubio	1823 Buckingham Pasadena, TX 77504	Trade Debt				2,755.00
Cidrurie Rubio	1823 Buckingham Pasadena, TX 77504	Trade Debt				18,861.00
Classic Lighting, L.P.	P.O. Box 2052 Stafford, TX 77497	Trade Debt				5,581.44
Coats Rose	3 E. Greenway Plaza #2000 Houston, TX 77046	Trade Debt				3,925.82
Cookies From Home	1605 W. University #106 Tempe, AZ 85281	Trade Debt				347.28
DataSmart-Audia/Video-Duncan Security	5829 W. Sam Houston Pkwy North #405 Houston TX 77041	Trade Debt				81,297.25
Davis Air Conditioning & Htg	P.O. Box 1606 Angelton, TX 77516-1606	Trade Debt				24,833.80
Décor Builder's Hardware	1650A W. Sam Houston Pkwy N Houston, TX 77043	Trade Debt				2,952.79
DPIS Engineering, LLC	P.O. Box 2089 Tomball, TX 77377	Trade Debt				1,855.00
Efren Ramirez	600 Eo Adnerson Rd Houston, TX 77047	Trade Debt				5,480.00
En-Touch Systems, Inc.	11011 Richmond Avenue #400 Houston, TX 77042	Trade Debt				334.57
Evergaido Rzaz ?	10702 Club Creek #1909 Houston, TX 77036	Trade Debt				300.00
F.R. Imperial Painting Co.	15541 Victoria's Way Drive Montgomery, TX 77316	Trade Debt				1,699.60
FedEx	P.O. Box 660481	Trade Debt				120.59
Filterfresh Houston	5175 World Houston Parkway Houston, TX 77032	Trade Debt				2,091.38
Focus 360	27721 La Paz Road Laguna Niguel, CA 92677	Trade Debt				7,500.00
Ford Flooring, Inc.	15815 Northwest Freeway Houston, TX 77040	Trade Debt				11,347.50
Galarial Amador ?	4318 Tradewinds Drive Oxnard, CA 93035	Trade Debt				779.10
Garage Door Service of Houston, Inc.	7121 Perimeter Park Suite 205 Houston, TX 77041	Trade Debt				2,395.00
Greater Houston Builder's Association	9511 W. Sam Houston Pkwy N Houston, TX 77064	Trade Debt				1,210.00
H & O Painting	5526 Eskridge Houston, TX 77023	Trade Debt				2,692.16
Hanson Brick	P.O. Box 730702 Dallas, TX 75373-0702	Trade Debt				3,312.80
Harris County M.U.D.	PO Box 1209 Spring, TX 77383	Trade Debt				67.50
IES Residential, Inc. (Houston-Stafford Electric)	PO Box 947 Stafford, TX 77497-0947	Trade Debt				15,419.69
Ismael Flores	11639 Illene Houston, TX 77093	Trade Debt				900.00
J & VN Surface Refinishing Inc	313 McFarland Houston, TX 77060	Trade Debt				6,105.00
Jacinto's Cleaning Incorporated	5707 Dashwood Dr. Houston, TX 77081	Trade Debt				1,198.18

Creditor	Address	Type of Claim	C	U	D	Amount
Jim's Texture Service Inc.	2879 County Road 719 Alvin, TX 77511	Trade Debt				4,022.66
JJ Sanchez Trim Carpentry	6410 Dryed D Houston, TX 77074	Trade Debt				2,063.80
Juan Chavles ?	711 Conner Vale Ct Houston TX 77060	Trade Debt				4,905.00
Kronberg's Flags and Flagpoles & Banners	7106 Mapleridge Houston, TX 77081	Trade Debt				216.50
L&S Plumbing Partnership , LTD	707 E. Arapaho #210 Richardson, TX 75081	Trade Debt				5,452.00
LJA Engineering & Surveying, Inc.	2929 Briarpark Drive #600 Houston, TX 77040	Trade Debt				742.17
Logix Communication	PO Box 3608 Houston, TX 77253-3608	Trade Debt				1,187.73
Luxury Baths by Arrow (Arrow Mirror & Glass OR arROW Marble, LLC)	PO Box 40592 Houston, TX 77240	Trade Debt				8,434.00
Mata Window Repair	6714 Latchmore Houston, TX 77049	Trade Debt				269.00
Matcon Construction Co., Inc.	23835 Overlake Spring, TX 77380	Trade Debt				26,511.00
Mobile Modular Management Corporation	pO Box 45043 San Francisco, CA 94145-0043	Trade Debt				2,897.08
Mortgage Inspection Reports	11111 Katy Freeway #910 Houston, TX 77079-2119	Trade Debt				100.00
MSF Electric, Inc.	13003 Sw Freeway, Suite 180 Stafford, TX 77477	Trade Debt				7,966.00
Narciso Ariza	7239 Lonzo St. Tujunga, CA 91042	Trade Debt				250.00
Networking International, Inc.	PO Box 941058 Houston, TX 77094-8058	Trade Debt				630.00
New Generation Plumbing, LLC	4803 Wynnewood St. Houston, TX 77013	Trade Debt				29,644.20
New Generation Plumbing, LLC.	4803 Wynnewood ST. Houston, TX 77013	Trade Debt				2,716.60
Northwest Z-TEK Sand & Gravel	201 Magnolia Lane Conroe, TX 77304	Trade Debt				639.00
Northwest Z-TEK Sand & Gravel, LLC	201 Magnolia LN. Conroe, TX 77304	Trade Debt				721.68
Ozark Direct	#215 6661 Dixie Hwy Louisville, KY 40258	Trade Debt				79.56
Perfection Fireplace & Supply	6742-A N. Eldridge Pkwy Houston, TX 77041	Trade Debt				10,678.00
Premier Home Technologies	11707 S. Sa, Houston Pkwy. W. #A Houston, TX 77031	Trade Debt				2,692.99
Pro Staff	PO Box 1450 Minneapolis, MN 55485-5006	Trade Debt				2,212.96
ProStaff	PO Box 1450 Minneapolis, MN 55485-5006	Trade Debt				600.60
Protective Environmental Strategies, Inc.	PO Box 867 Spring, TX 77373	Trade Debt				2,975.00
Rayford Road M.U.D.	312 Spring Hill Dr. Ste 100 Spring TX 77386-3709	Trade Debt				19.07
Reliable Graphics	15013 Califa St. Van Nuys CA 91411-3170	Trade Debt				139.00
Reliant Energy	PO Box 650475 Dallas, TX 75265-0475	Trade Debt				167.76
Resouce Staffing	2277 Plaza Drive #420 Sugar Land, TX 77479	Trade Debt				960.00
Serveco Incorporated	PO Box 440489 Houston, TX 77244	Trade Debt				375.00
Severn Trent Services (Harris County MUD #49)	PO Box 4928 Houston, TX 77210-4928	Trade Debt				71.10
Seybro Door & Weatherstrip	PO Box 125 Weimar, TX 78962	Trade Debt				680.00
SiEnergy	4610 Riverstone Blvd Missouri City, TX 77459	Trade Debt				648.96
Sienna Plantation M.U.D #10	12535 Reed Road Sugar Land, TX 77478	Trade Debt				691.52
Sienna/Johnson North, LP.	5777 Sienna Parkway #100 Missouri City, TX 77459	Trade Debt				1,425.00
Sigtex Outdoor, Inc.	1225 Alma, #D Tomball, TX 77375-4501	Trade Debt				2,435.63
SPRAI	3777 Sienna Parkway Missouri City, TX 77459	Trade Debt				16,110.00

Creditor	Address	Type of Claim	C	U	D	Amount
Sprint	PO Box 8077 London, KY 40742	Trade Debt				549.27
Sprint Sand & Clay, LP	PO Box 19129 Houston, TX 77224	Trade Debt				310.00
The Berke Group	3490 Piedmont Road, NE Ste 340 Atlanta Georgia 30305	Trade Debt				368.13
TR Moore & company P.C,	2603 Augusta Dr., #1100 Houston, TX 77057	Trade Debt				700.00
TR Moore & Company P.C.	2603 Augusta Dr #110 Houston, TX 77057	Trade Debt				1,055.00
TruGreen	PO Box 73067 Houston, TX 77273-3067	Trade Debt				53.63
United Site Services	PO Box 585 Barker, TX 77413	Trade Debt				1,472.11
Universal Forest Products Texas #299	PO Box 51502 Los Angeles, CA 90051-5802	Trade Debt				76,349.04
West Side Drywall, Inc.	21706 Northwest Fwy Cypress TX 77429	Trade Debt				4,835.52
Westside Drywall, Inc.	21706 Northwest Fwy Cypress, TX 77429	Trade Debt				26,157.32
Whirlpool Corporation	PO Box 915029 Dallas, TX 75391-5029	Trade Debt				10,920.50
Wildrose Land Service	3628 Westchase Houston, TX 77042	Trade Debt				505.00
Williams contractor Services	553 W 22nd St Houston TX 77008	Trade Debt				2,513.00
Windrose Land Services, Inc.	3628 Westchase Houston, TX 77042	Trade Debt				355.00
Wisnbaker Building Services	1703 Westfield Loop Houston, TX 77073-2409	Trade Debt				35,758.80
Woodley Architectural Group, Inc	9137 S. Ridgeline Blvd., #120 Highlands, Ranch, CO 80129	Trade Debt				87,696.27
Yard Pro	14611 Ormond Court Houston, TX 77095	Trade Debt				1,598.00
Grand Total						660,735.80

In re WL Texas LP
Debtor

Case No. 09-10574

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.
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In re WL Texas LP
Debtor

Case No. 09-10574

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
District of Delaware**

In re **WL Texas LP**

Debtor(s)


Case No. **09-10574**
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 4-22-09

Signature 
Bradley D. Sharp
Chief Restructuring Officer

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.