

**United States Bankruptcy Court  
District of Arizona**

In re Quail Run Investors, LLC

Debtor(s)

Case No. 2:08-bk-15675-RTB

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>BNC National Bank 2425 E. Camelback Road, Ste. 100 Phoenix, AZ 85016</b>	<b>BNC National Bank 2425 E. Camelback Road, Ste. 100 Phoenix, AZ 85016</b>	<b>A 160 acre master planned community with a tentative map approval for 532 residential lots.</b>		<b>4,481,322.00  (1,280,000.00 secured)</b>
<b>Pinal County Treasurer 31 N. Pinal Street Florence, AZ 85232</b>	<b>Pinal County Treasurer 31 N. Pinal Street Florence, AZ 85232</b>	<b>Property taxes</b>		<b>71,962.00</b>
<b>Fluid Solutions 1121 E. Missouri Ave Phoenix, AZ 85014</b>	<b>Fluid Solutions 1121 E. Missouri Ave Phoenix, AZ 85014</b>	<b>Development expenses</b>		<b>4,248.00</b>
<b>Mariscal, Weeks, McIntyre &amp; Freidlander 2901 North Central Avenue, Suite 200 Phoenix, AZ 85012</b>	<b>Mariscal, Weeks, McIntyre &amp; Freidlander 2901 North Central Avenue, Suite 200 Phoenix, AZ 85012</b>	<b>Legal fees</b>		<b>4,000.00</b>

Debtor(s)

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(Continuation Sheet)

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

I, the Miller Holdings Management, LLC by Larry Miller, President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **November 7, 2008**

Signature /s/ Larry Miller  
**Larry Miller**  
**Miller Holdings Management, LLC by Larry Miller,**  
**President**

*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.