

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Hesperia Group Investments, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Holiday Inn Express Hotel & Suites	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 20-8258300	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 3001 E. Andy Devine Avenue Kingman, AZ ZIP Code 86401	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Mohave	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 9750 Key Point Avenue Hesperia, CA 92345	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information *** John R. Clemency 009646 *** <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Hesperia Group Investments, LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Hesperia Group Investments, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ John R. Clemency
Signature of Attorney for Debtor(s)

John R. Clemency 009646
Printed Name of Attorney for Debtor(s)

Gallagher & Kennedy, P.A.
Firm Name

2575 E. Camelback Rd.
Phoenix, AZ 85016

Address

Email: john.clemency@gknet.com

602-530-8000 Fax: 602-530-8500
Telephone Number

October 11, 2013
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

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 in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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 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.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Nilay S. Patel
Signature of Authorized Individual

Nilay S. Patel
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

October 11, 2013
Date

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC

Debtor(s)

Case No. _____

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>
AT&T P. O. Box 769 Arlington, TX 76004	AT&T P. O. Box 769 Arlington, TX 76004	VENDOR		152.97
Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260	Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260	DEFICIENCY BALANCE (SECOND POSITION LIEN)		Unknown
Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260	Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260	Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 gu		3,000,000.00 (4,882,597.74 secured) (8,277,212.75 senior lien)
Innflux, LLC 850 W. Jackson Blvd., Suite 250 Chicago, IL 60607	Innflux, LLC 850 W. Jackson Blvd., Suite 250 Chicago, IL 60607	VENDOR		1,267.10
Intercontinental Hotels Group 3 Ravinia Dr NE #100, Atlanta, GA 30346	Intercontinental Hotels Group 3 Ravinia Dr NE #100, Atlanta, GA 30346	VENDOR		20,680.49
Lehman Brothers Bank, FSB 399 Park Avenue, 8th Floor New York, NY 10022	Lehman Brothers Bank, FSB 399 Park Avenue, 8th Floor New York, NY 10022	Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 gu	Contingent Unliquidated Disputed	8,248,514.32 (4,882,597.74 secured)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(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>
Lehman Brothers Bank, FSB 399 Park Avenue, 8th Floor New York, NY 10022	Lehman Brothers Bank, FSB 399 Park Avenue, 8th Floor New York, NY 10022	DEFICIENCY BALANCE (FIRST POSITION LIEN)	Contingent Unliquidated Disputed	Unknown
RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004	RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004	DEFICIENCY BALANCE (AUTO)		Unknown
RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004	RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004	2006 Mercedes ML 350 with 101,929 miles		25,918.31 (14,145.00 secured)
San Bernardino County Treasurer 172 W. Third Street First Floor San Bernardino, CA 92415-0360	San Bernardino County Treasurer 172 W. Third Street First Floor San Bernardino, CA 92415-0360	Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 gu		28,698.43 (4,882,597.74 secured) (8,248,514.32 senior lien)
USA Today 7950 Jones Branch Drive Mc Lean, VA 22108	USA Today 7950 Jones Branch Drive Mc Lean, VA 22108	VENDOR		151.34

In re Hesperia Group Investments, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the Managing Member 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 October 11, 2013

Signature /s/ Nilay S. Patel
Nilay S. Patel
Managing Member

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
District of Arizona**

In re Hesperia Group Investments, LLC,
Debtor

Case No. _____

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 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	1	4,882,597.74		
B - Personal Property	Yes	12	4,895,830.29		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		11,303,131.06	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		22,251.90	
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		19			
Total Assets			9,778,428.03		
Total Liabilities				11,325,382.96	

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC,
Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Hesperia Group Investments, LLC

Case No. _____

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
Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 guest rooms, 29 suites, indoor pool, spa, meeting room and fitness room. APN: 3064-481-22 Value Includes FF&E	Fee simple	-	4,882,597.74	11,277,212.75

Sub-Total > **4,882,597.74** (Total of this page)
 Total > **4,882,597.74**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Hesperia Group Investments, LLC

Case No. _____

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 petitioner 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.		Mohave State Bank Business Checking Account -1024	-	733.58
		Bank of America Business Checking Account -2819	-	56,821.33
		Mohave State Bank Business Checking Account -1020	-	11,523.93
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.		General Liability - Business	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
Sub-Total >				69,078.84
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

In re Hesperia Group Investments, LLC
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	NON 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.		Guest Ledger	-	3,030.15
		City Ledger	-	37,514.77
		Loan Receivable - Advance Management & Investments	-	4,339,374.24
		Loan Receivable - Mohave Hospitality	-	7,000.00
		Loan Receivable - Silver Queen	-	5,000.00
		Loan Receivable - Sunshine Hotels II	-	23,000.00
		Accounts Receivable Miscellaneous	-	3,789.29
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			
			Sub-Total >	4,418,708.45
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Hesperia Group Investments, LLC,
Debtor

Case No. _____

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
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			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		State of California Alcoholic Beverage License	-	110,000.00
		City of Hesperia Business License	-	Unknown
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.		2006 Mercedes ML 350 with 101,929 miles	-	14,145.00
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.		Computer Equipment	-	3,042.87
30. Inventory.		See Attached List of Inventory (Hotel Supplies)	-	10,000.00
31. Animals.	X			
Sub-Total >				137,187.87
(Total of this page)				

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Hesperia Group Investments, LLC
Debtor

Case No. _____

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
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.		Escrow Impound - Berkadia Commercial Mortgage	-	270,855.13

Sub-Total >	270,855.13
(Total of this page)	
Total >	4,895,830.29

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

Holiday Inn Express Hotel Suites Hesperia, Ca

For 100 Rm inventory As of 9/24/13																
	17rooms		48rooms		2rooms		2rooms		6rooms		9rooms		5rooms		11 Rooms	
Items	Kings	Two Queens	Two Room Suites	King ADA	OFTEN	King Suite	King suite ADA	TQ Suite								
Par Level									1'st par	2'nd par	3'rd par					
									inroom	Cart	Laundry rm					
Towel																
Hand Towel	51	144	12	6	24	27	15	33	312	30	90					
Bath Towel	51	144	12	6	24	27	15	33	312	60	60					
Wash Cloth	51	144	12	6	24	27	15	33	312	35	50					
Bath Mat	17	48	4	2	12	9	5	22	119	40	100					
Shower Curtain	17	48	4	2	6	9	5	22	113	25	25					
Lamp																
Desk Lamp	17	48	2	2	6	9	5	11	100	0	15					
Night Lamp	34	48	10	4	12	27	10	33	178	0	0					
Stand lamp	17	48	2	2	6	9	5	11	100	0	0					
Sofa																
Pull out Sofa	0	0	2	1	0	9	5	11	28	0	0					
Sofa Chair	17	48	2	2	6	9	5	11	100	0	0					
									0							
Table																
Desk Table	17	48	2	2	6	9	5	11	100	0	0					
Desk Chair	17	48	2	2	6	9	5	11	100	0	0					
Amenities Trays	17	48	4	2	6	9	5	11	102	0	10					
Dresser	17	48	4	2	6	9	5	11	102	0	0					
Night Stands	34	48	10	4	12	18	10	33	169	0	0					
Linens																
Fitted sheet	17	96	6	2	6	9	10	33	179	95	190					
Flat Sheet	34	192	12	4	24	36	20	66	388	100	300					
Decorative Blanket	17	96	4	2	12	9	5	22	167	0	8					
Mattress pads	17	96	6	2	12	18	10	33	194	0	30					
Comforters	17	96	4	2	12	9	5	22	167	0	12					
Pillow																
Standard pillow protector	85	240	24	10	56	63	35	132	645	20	20					
Standard pillow case	85	240	24	10	56	63	35	132	645	100	240					
Standard Pillows	85	240	24	10	56	63	35	132	645	0	27					
Pool Towels											45					
TV 32" Flat screen																
Alarm Clock	17	48	4	2	6	9	5	11	102	0	0					
Telephone	17	48	4	2	6	9	5	11	102	0	0					
Mirror Bathroom																
Long Mirror	17	48	2	2	6	9	5	11	100	0	0					
Hair Dryer	17	48	4	2	6	9	5	11	102	0	0					
Hanger	68	192	16	8	24	36	20	66	364	0	0					
With Clips hanger	34	96	8	4	12	18	10	33	182	0	0					
Iron	17	48	2	2	6	9	5	11	100	0	0					
Iron Board	17	48	2	2	6	9	5	11	100	0	0					
Internet cable																
Refrigerator	17	48	2	2	6	9	5	11	100	0	0					
Coffee maker	17	48	2	1	6	9	5	11	99	0	0					
Flip Luggage Stand	17	48	2	2	6	9	5	11	100	0	0					
tray	34	96	6	2	12	18	10	22	200	0	0					
Ice Bucket	17	48	2	2	6	9	5	11	100	0	0					
Microwave	17	48	2	2	6	9	5	11	100	0	0					
Trash Can	34	96	8	4	12	18	10	22	204	0	0					
Picture frame	17	48			6	9	5	11	96	0	0					
Queen beds		96						22								
King Beds	17		4	2	6	9	5		43							

Holiday Inn Express Hotel Suites Hesperia, Ca

Hotel supplies	On Hand Cases
Shampoo	7
Conditioner	6
Bath soap	7
Bath Gel	6
lotion	6
pens	2
note pads	4
kleenex	4
laundry bags	2
Toilet paper	8
deodorant	0
toothpaste	2
tooth brushes	0
shaving cream	4
laundry soap	1
laundry softner	2
Vanity Kits	4
liner 17x18	7
liner 20x22	0
liner 33x40	0
liner 40x48	7
Reg Tea	5
Decaf Tea	4
Sugar Condiments	13
ice Bags	4
Sheet 85x109	3
Queen flat sheets case	1
King Flat sheets case	1
Shower caps	2
Combs	1
pool towels case	3
Coffee Maker	1
Clocks radios	4
Hair Dryer	4
Ammenitie trys	1
Pillow cases soft	3
Olive Throw	2
Crib Sheets	15
Crib Blankets	10
Roll A way bed pads	5
Sheets for sofa beds	40
Skirt Queen	22
Skirt King	12

Holiday Inn Express & Suites Hesperia, Ca

Breakfast/Lobby area

TV	1
Chair	45
Table	13
sofa chair	1
Lamp	5
Computer	1
Desk chair	1
Luggage carts	2
Cameras	6

Holiday Inn Express & Suites Hesperia, Ca

Food Items	On Hand
Sausage Pork Links	4
Yogurt light strawberry banana	3
Cream Cheese	3
Creamer Half/Half	5
Creamer french vanilla	6
Milk non fat	4
Milk 2%	4
Butter	2
Scrambled eggs	2
Cheddar cheese	2
Sausage pork patty	5
Sliced Turkey canadian bacon	1
English muffin plain	1
Bagel plain	1
Bagel whole grain wheat	1
Bagel Cinnamon Raisin	1
Mini muffins	1
Banannas	1
Apple red	1
Apple granny smith	1
Oatmeal	1
Granola	1
Syrup Sugar free	3
Hard Boiled eggs	1
Pepper	1
Honey packets	2
Peanut butter cup	1
Jelly assortment	2
Tabasco sauce	2
Ketchup packets	2
Sugar packets	2
Splenda sugar	3
Orange Juice	5
Cranberry Juice	4
Apple Juice	6
Tea Bag	1
Snack trail mix	1
Frozen cookies	1
Reg coffee	13
Decaf coffee	20
Salt shaker	12
pepper shaker	12
non stick waffle spray	2
Egg Rounds	4
Tootie Fruities	3
Toasty O's	3
Frosted Flakes	1
Raisen Bran	3
Cinnamon Toasters	10
Bacon	4
Plain Omelets	1
Western Omelets	2
Strawberry Jelly	2
Biscuits	1
Gravy	2

Plates/Cutlery/Paper goods	On hand
Pancake mix	3
Plate smf 6" foam	5
Plate lg white 9"	3
Plastic fork	2
Plastic Knife	3
Cinnamon rolls	2
Fruit Oranges/Bannans	1
Dinner napkins	1
Plastic cups 7oz	2
Plastic food wrap	3
Plastic coffee cup lids	4
Plastic coffee cups	4
Cooking Items	On hand
coffee pots	6
Cereal Dispensers	4
Food stands/trays	6
utensil holders	4
fruit Bowl	1
vaccum	6
water pitcher	4
tongs	15
can opener	1
Holder for creamer/sugar/lids	1

Appliances	Serial #	Model #	Make
Coffe Maker	1 CWTF228682	ICWTF1S-APS	Royal cup Bunn
Coffee maker	1 CWTF228683	ICWTFIS-APS	Royal cup Bunn
industrial freezer	1 M0159493	VF-2	Victory
industrial fridge	1 C0265675	VR-2	Victory
Pancake Machine	1 912349	PC-11US-QC	Quick Cakes Machine
microwave 1	1 6B00111504	NS-SN797S	Panasonic
microwave 2 HSKP	1		
mini fridge	1 1-3493150	GDM-12	CoCa Cola
mini fridge	1 H944452	GDM-03	True Manugaturing
Conventional Oven	1 1447	XAF103	CADW UNOX
Hot Water Dispenser	1 oHW0011494	DHW, 120V	Bunn Royal Cup
Cinnamon Roll Warmer	1 4317060738	GRCMIO-1	HIEX Express Start
Juice Machine	1 7411238	QST-4000	Cornellius Juice Machine
Toaster	1 51201	WCT708	NSF
Four station warmer	1 4317850378	GREMWW	Express Start warmer
Three holder bakery display	1	ESBAK	HIEX EXPress Start

Holiday Inn Express & Suites Hesperia,Ca

Front office	On hand
complete computers	3
credit card imprint machine	1
cordless phone	1
ink printer calculator	2
key card machine	1
pin holders/paper clip cup	2
tape dispenser	2
stapler	2
hole punch	1
safe (10 compartments)	1
safe deposit box	1
scissors	3
supply trays	0
printer	2
clock	1
cash holder drawer	1
Back office	On hand
Shredder	0
whiteboard	1
clock in machine	1
file cabinets	1
radio	1
fax/copier/scanner	1
chair	3
main server	1
call accounting machine	1
Gm office	on hand
Complete computer	1
Camera monitoring computer	1
desk	1
filing cabinets	1
book shelves	0
safe	1

Holiday Inn Express & Suites Hesperia, Ca

Hotel Laundry	Serial #	Model #	Make	Voltage	Phases	HZ	Load Capacity	max speed
Industrial washer1	105025991	UW060T3VXU1001	uni-mac	200/240	1 to 3	50/60	55 pds	1000 rpm
Industrial washer2	3050212729	UW60PVQU60001	uni-mac	200/240	1 to 3	50/60	55 pds	1000 rpm
Industrial dryer1	209016837	UTF75NRM	uni-mac	240	3	60		
Industrial dryer2	209010871	UTF75NRM	uni-mac	240	3	60		
Guest laundry	Serial #	Model #	Make	Voltage	Phases	HZ	Load Capacity	Load Capacity
Washer1	R00047005418	HWT120WC	Alliance					
Wahser2	R0004005409+	HWT120WC	Alliance					
Dryer1	210002001	HDG109Wf	Alliance					
Dryer2	210002008	HDG109WF	Alliance					

Holiday Inn Express & Suites Hepseria,ca

Fitness Center	Serial #	Model #	On Hand
Star tracTreadmill	st60504736	4221-susapo	1
Hotel Fitness Bike	011911wb	HF-Rb98000EZ	1
Reflex Treadmill	cc800k00010	HF-Tr98000	1
Hotel Fitness Steper	SS# Sticker Gone	??	1
Frames			2
Water Dispenser			1
Towel Rack			1
Phone			1
Waight scale			1
Trash Can			1

Holiday Inn Express & Suites Hesperia, Ca

Pool Furniture	On hand
Regular Chairs	16
Recline chairs	6
Big tables	4
Little tables	3
Towel shelf	1
used towel bin	1
Trash cans	2
Telephone	1
clock	1
Rescue Donuts	2
Décor Trees	5

In re Hesperia Group Investments, LLC

Case No. _____

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 H 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	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						
Account No.								
Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260	-		1/10/13 Deed of Trust - Second Position (cross-collateralized) Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 guest rooms, 29 suites, indoor pool, spa,				3,000,000.00	3,000,000.00
			Value \$ 4,882,597.74					
Account No. xxxx9800			2001 Deed of Trust Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 guest rooms, 29 suites, indoor pool, spa, meeting room and fitness room.	X	X	X	8,248,514.32	3,365,916.58
			Value \$ 4,882,597.74					
Account No.			Auto Loan					
RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004	-		2006 Mercedes ML 350 with 101,929 miles				25,918.31	11,773.31
			Value \$ 14,145.00					
Account No. xxxx-x81-22			FIRST HALF OF 2013 Property Tax Hotel - A three-story commercial property located at 9750 Key Point Avenue, Hesperia, CA 92345 on approx. 2.0 acres of land. The hotel includes 71 guest rooms, 29 suites, indoor pool, spa, meeting room and fitness room.				28,698.43	28,698.43
			Value \$ 4,882,597.74					
Subtotal (Total of this page)							11,303,131.06	6,406,388.32
Total (Report on Summary of Schedules)							11,303,131.06	6,406,388.32

0 continuation sheets attached

In re Hesperia Group Investments, LLC

Case No. _____

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 \$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).

 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).

* 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.

In re Hesperia Group Investments, LLC
Debtor

Case No. _____

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				
Account No. AT&T P. O. Box 769 Arlington, TX 76004		VENDOR					152.97
Account No. Bruno Salamone and Jami Salamone 14201 N. 87th Street Suite 125 Scottsdale, AZ 85260		DEFICIENCY BALANCE (SECOND POSITION LIEN)					Unknown
Account No. Innflux, LLC 850 W. Jackson Blvd., Suite 250 Chicago, IL 60607		VENDOR					1,267.10
Account No. Intercontinental Hotels Group 3 Ravinia Dr NE #100, Atlanta, GA 30346		VENDOR					20,680.49
Subtotal (Total of this page)							22,100.56

1 continuation sheets attached

In re Hesperia Group Investments, LLC,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	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	A M O U N T O F C L A I M	
		H W J C						
Account No. Lehman Brothers Bank, FSB 399 Park Avenue, 8th Floor New York, NY 10022			DEFICIENCY BALANCE (FIRST POSITION LIEN)	X	X	X	Unknown	
Account No. RSY Consulting, LLC 5455 Lindsay Road Flagstaff, AZ 86004			DEFICIENCY BALANCE (AUTO)				Unknown	
Account No. USA Today 7950 Jones Branch Drive Mc Lean, VA 22108			VENDOR				151.34	
Account No.								
Account No.								
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	151.34
							Total (Report on Summary of Schedules)	22,251.90

In re Hesperia Group Investments, LLC
Debtor

Case No. _____

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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**Holiday Hospitality Franchising, Inc.
Three Ravinia Drive
Suite 100
Atlanta, GA 30346**

Hotel Franchise Agreement dated May 2, 2007

In re Hesperia Group Investments, LLC
Debtor

Case No. _____

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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Continuation sheets attached to Schedule of Codebtors

Case 0:13-bk-17867-EWH Doc 1 Filed 10/11/13 Entered 10/11/13 12:44:49

Desc

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC

Debtor(s)

Case No. _____

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member 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 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date October 11, 2013

Signature /s/ Nilay S. Patel

Nilay S. Patel

Managing Member

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
District of Arizona**

In re Hesperia Group Investments, LLC

Debtor(s)

Case No.

Chapter 11

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; 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
\$320,174.46	2013 YTD: Debtor Gross Operating Business Income
\$830,580.61	2012: Debtor Gross Operating Business Income
\$719,492.30	2011: Debtor Gross Operating Business Income

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or 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
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3. Payments to creditors

None **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
None <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> 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
Chase Card Services PO Box 94014 Palatine, IL 60094	7/5/13 8/8/13	\$35,595.15	\$0.00
City of Hesperia 9700 Seventh Avenue Hesperia, CA 92345	9/23/13	\$17,054.69	\$0.00
Guju Inc. 1701 S. Vineyard Ave. Ontario, CA 91761	7/2/13 7/16/13 8/1/13 8/16/13 9/3/13 9/17/13	\$64,100.46	\$0.00
Intercontinental Hotels Group PO Box 101074 Atlanta, GA 30392	7/11/13 8/12/13 9/11/13	\$76,171.76	\$0.00
Southern California Edison PO Box 300 Rosemead, CA 91772	8/6/13 8/30/13 9/26/13	\$27,408.41	\$0.00
US Foodservice File 6993 Los Angeles, CA 90074	7/18/13 8/6/13 9/3/13	\$19,402.00	\$0.00

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
Advance Management & Investments 3001 E. Andy Devine Ave. Kingman, AZ 86401 Management Company	7/18/13 8/12/13 9/11/13	\$21,994.47	\$0.00

* 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.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Adnace Management & Investment 3001 E. Andy Devine Ave. Kingman, AZ 86401 Management Company	(TRANSFER FOR PAYROLL) 10/10/13	\$5,000.00	\$0.00

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
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- 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
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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 receiverships

- None 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
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- 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
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7. Gifts

- None 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. Losses

None 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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9. Payments related to debt counseling or bankruptcy

None 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 the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Gallagher & Kennedy, P.A. 2575 E. Camelback Rd., Suite 1100 Phoenix, AZ 85016	10/9/13	\$100,000.00 for bankruptcy fees and costs Less A/R \$26,886.75 Total Retainer held in trust as of the petition date:\$73,113.25

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	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None 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 DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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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 INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None 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. Setoffs

None 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 person

None 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 debtor

None If the 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 Spouses

None 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 business

None 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
Donna Anderson
3001 E. Andy Devine Avenue
Kingman, AZ 86401

DATES SERVICES RENDERED
2011-2013

Hirsch and Shah, LLC
4527 N. 16th Street, Suite 101
Phoenix, AZ 85016

2011-2013

None b. List all firms or individuals who within the **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

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

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)
9/24/13	Mukesh B. Patel	\$10,000 (cost)

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
9/24/13	Mukesh B. Patel 3001 E. Andy Devine Avenue Kingman, AZ 86401

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
Lipsa S. Patel 9750 Key Point Avenue Hesperia, CA 92345	Member	24.75% Member
Mayank S. Patel 9750 Key Point Avenue Hesperia, CA 92345	Member	24.75% Member

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mukesh B. Patel 3001 E. Andy Devine Avenue Kingman, AZ 86401	Member	24.75% Member
Nilay S. Patel 3001 E. Andy Devine Avenue Kingman, AZ 86401	Member	24.75% Managing Member

22 . Former partners, officers, directors and shareholders

None 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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None 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

None 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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24. Tax Consolidation Group.

None 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.

None 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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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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.

Date October 11, 2013

Signature /s/ Nilay S. Patel
Nilay S. Patel
Managing Member

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

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. §§ 152 and 3571

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>0.00</u>
Prior to the filing of this statement I have received.....	\$	<u>0.00</u>
Balance Due.....	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: October 11, 2013

/s/ John R. Clemency

**John R. Clemency
Gallagher & Kennedy, P.A.
2575 E. Camelback Rd.
Phoenix, AZ 85016
602-530-8000 Fax: 602-530-8500
john.clemency@gknet.com**

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC,
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lipsa S. Patel 9750 Key Point Avenue Hesperia, CA 92345		24.75%	Member
Mayank S. Patel 9750 Key Point Avenue Hesperia, CA 92345		24.75%	Member
Mukesh B. Patel 3001 E. Andy Devine Avenue Kingman, AZ 86401		24.75%	Member
Nilay S. Patel 3001 E. Andy Devine Avenue Kingman, AZ 86401		24.75%	Managing Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 11, 2013

Signature /s/ Nilay S. Patel
Nilay S. Patel
Managing Member

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
District of Arizona**

In re **Hesperia Group Investments, LLC**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION

I, the Managing Member of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of **2** sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: **October 11, 2013**

/s/ Nilay S. Patel

Nilay S. Patel/Managing Member

Signer/Title

Date: **October 11, 2013**

/s/ John R. Clemency

Signature of Attorney

John R. Clemency

Gallagher & Kennedy, P.A.

2575 E. Camelback Rd.

Phoenix, AZ 85016

602-530-8000 Fax: 602-530-8500

MML-5

Hesperia Group Investments, LLC -

AT&T
P. O. BOX 769
ARLINGTON TX 76004

BERKADIA COMMERCIAL MORTGAGE
2525 E. CAMELBACK ROAD, SUITE 1150
PHOENIX AZ 85016

BERKADIA COMMERCIAL MORTGAGE
PO BOX 95000-5310
PHILADELPHIA PA 19195

BREWERTON INVESTMENTS LLC
11131 EAST MONUMENT DRIVE
SCOTTSDALE AZ 85262

BRUNO SALAMONE AND JAMI SALAMONE
14201 N. 87TH STREET
SUITE 125
SCOTTSDALE AZ 85260

BUILDING EQUITY PARTNERS, LLC
14201 N. 87TH STREET
SUITE 125
SCOTTSDALE AZ 85260

FIRST TRUST COMPANY OF ONAGA
AS CUSTODIAN OF ANITA R. STERLING IRA
214 W. 9TH STREET
ONAGA KS 66521

FIRST TRUST COMPANY OF ONAGA
AS CUSTODIAN OF WILLIAM R. HURST IRA
214 W. 9TH STREET
ONAGA KS 66521

FIRST TRUST COMPANY OF ONAGA
AS CUSTODIAN OF JOHN GEORGE KLEIN II IRA
214 W. 9TH STREET
ONAGA KS 66521

HOLIDAY HOSPITALITY FRANCHISING, INC.
THREE RAVINIA DRIVE
SUITE 100
ATLANTA GA 30346

Hesperia Group Investments, LLC -

INNFLUX, LLC
850 W. JACKSON BLVD., SUITE 250
CHICAGO IL 60607

INTERCONTINENTAL HOTELS GROUP
3 RAVINIA DR NE #100,
ATLANTA GA 30346

LEHMAN BROTHERS BANK, FSB
399 PARK AVENUE, 8TH FLOOR
NEW YORK NY 10022

MS. EMILIE PINKELMAN
CLIENT RELATIONS MANAGER, BERKADIA
6955 UNION PARK CENTER, SUITE 450
MIDVALE UT 84047

RSY CONSULTING, LLC
5455 LINDSAY ROAD
FLAGSTAFF AZ 86004

SAN BERNARDINO COUNTY TREASURER
172 W. THIRD STREET
FIRST FLOOR
SAN BERNARDINO CA 92415-0360

SANCTUARY LOANS LLC
4653 CARMEL MOUNTAIN ROAD
SUITE 308-221
SAN DIEGO CA 92130

STROOCK & STROOCK & LAVAN LLP
C/O WILLIAM CAMPBELL, ESQ.
180 MAIDEN LANE
NEW YORK NY 10038

USA TODAY
7950 JONES BRANCH DRIVE
MC LEAN VA 22108

**United States Bankruptcy Court
District of Arizona**

In re Hesperia Group Investments, LLC

Debtor(s)

Case No. _____
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Hesperia Group Investments, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Lipsa S. Patel
9750 Key Point Avenue
Hesperia, CA 92345

Mayank S. Patel
9750 Key Point Avenue
Hesperia, CA 92345

Mukesh B. Patel
3001 E. Andy Devine Avenue
Kingman, AZ 86401

Nilay S. Patel
3001 E. Andy Devine Avenue
Kingman, AZ 86401

None [*Check if applicable*]

October 11, 2013

Date

/s/ John R. Clemency

John R. Clemency

Signature of Attorney or Litigant

Counsel for Hesperia Group Investments, LLC

Gallagher & Kennedy, P.A.

2575 E. Camelback Rd.

Phoenix, AZ 85016

602-530-8000 Fax:602-530-8500

john.clemency@gknet.com

**SPECIAL MEETING OF MEMBERS AND MANAGERS OF
HESPERIA GROUP INVESTMENTS, LLC**

A special meeting of the Members and Managers of Hesperia Group Investments, LLC ("Hesperia") was duly held on the 11th day of October, 2013.

The meeting was duly called to order by Nilay S. Patel, Managing Member of Hesperia. For several reasons, Mr. Patel recommended that Hesperia file a Chapter 11 proceeding under the United States Bankruptcy Code, retain professionals to proceed with the Chapter 11 proceeding and prepare documents necessary or helpful to the Chapter 11 case. Accordingly, the following resolutions were adopted:

BE IT RESOLVED that Hesperia be, and it hereby is, authorized to file a Chapter 11 proceeding in the United States Bankruptcy Court for the District of Arizona, and

BE IT FURTHER RESOLVED that Mr. Patel as Managing Member of Hesperia is authorized to execute and file a Chapter 11 bankruptcy petition for Hesperia in the United States Bankruptcy Court for the District of Arizona, and

BE IT FURTHER RESOLVED that Hesperia be, and it hereby is, authorized to retain the law firm of Gallagher & Kennedy, P.A. to represent Hesperia in connection with the Chapter 11 case, and

BE IT FURTHER RESOLVED that Mr. Patel on behalf of Hesperia is authorized to execute any documents and do such other things as are reasonable and necessary for the Chapter 11 case of Hesperia, and

BE IT FURTHER RESOLVED that the Members and Managers of Hesperia hereby ratify, approve, and confirm in all respects any and all actions taken on behalf of Hesperia by Mr. Patel and any other member, manager, officer, agent or attorney of, or acting on behalf of, Hesperia in connection with the foregoing resolutions.

There being no further business to come before the Members and Managers, the meeting was duly adjourned.

HESPERIA GROUP INVESTMENTS, LLC

By: /s/ Nilay S. Patel
Nilay S. Patel
Its: Managing Member