

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
Santa Ana DIVISION**

In re *Atherton-Newport Fund 125, LLC*  
a Delaware Limited Liability Corp.

Case No.  
Chapter 11

Debtor(s)

**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 and Fed. R. Bankr. P. 1007(m).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Belfor</i> 1907 W. Parkside Lane, #200 Phoenix AZ 85027	Phone: 623-434-3333 <i>Belfor</i> 1907 W. Parkside Lane, #200 Phoenix AZ 85027	<i>Business debt</i>		\$ 337,747.00
2 <i>Colonial Properties Services -</i> 700 E. Flamingo Rd Las Vegas NV 89119	Phone: 205-250-8843 <i>Colonial Properties Services -</i> 700 E. Flamingo Rd Las Vegas NV 89119	<i>Business debt</i>		\$ 91,161.51
3 <i>Colonial Properties Services</i> 700 E. Flamingo Rd Las Vegas NV 89119	Phone: 205-250-8843 <i>Colonial Properties Services</i> 700 E. Flamingo Rd Las Vegas NV 89119	<i>Business debt</i>		\$ 19,749.60
4 <i>Martin &amp; Allison LTD</i> 3191 E. Warm Springs Rd. Las Vegas NV 89120	Phone: 702-733-4444 <i>Martin &amp; Allison LTD</i> 3191 E. Warm Springs Rd. Las Vegas NV 89120	<i>Business debt</i>		\$ 9,514.07
5 <i>Silver Lands, Inc.</i> 2901 S. Highland Bldg 15 Ste A Las Vegas NV 89102	Phone: 702-459-3192 <i>Silver Lands, Inc.</i> 2901 S. Highland Bldg 15 Ste A Las Vegas NV 89102	<i>Business debt</i>		\$ 4,960.00

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6 D-Termination Pest Control 2001 S. Cimarron Rd Las Vegas NV 89117	Phone: 702-878-1002 D-Termination Pest Control 2001 S. Cimarron Rd Las Vegas NV 89117	Business debt		\$ 4,521.50
7 American Management Services L 7785 W. Sahara #200 Las Vegas NV 89117	Phone: 702-362-6444 American Management Services L 7785 W. Sahara #200 Las Vegas NV 89117	Business debt		\$ 3,739.58
8 Consumer Source Inc. P. O. Box 402039 Atlanta GA 30384	Phone: 702-939-1494 Consumer Source Inc. P. O. Box 402039 Atlanta GA 30384	Business debt		\$ 3,540.00
9 For Rent Magazine 75 Remittance Dr., #1705 Chicago IL 60675	Phone: 800-642-2429 For Rent Magazine 75 Remittance Dr., #1705 Chicago IL 60675	Business debt		\$ 3,241.66
10 Westside Pool Inc. 2961 Desert Zinnia Lane Las Vegas NV 89135	Phone: 702-365-8958 Westside Pool Inc. 2961 Desert Zinnia Lane Las Vegas NV 89135	Business debt		\$ 2,978.43
11 Desert Carpet Cleaning 7380 Verde Way Las Vegas NV 89149	Phone: 702-332-5519 Desert Carpet Cleaning 7380 Verde Way Las Vegas NV 89149	Business debt		\$ 2,930.00
12 Melani Enterprises 3570 West Dewey Dr. Las Vegas NV 89118	Phone: 702-795-3884 Melani Enterprises 3570 West Dewey Dr. Las Vegas NV 89118	Business debt		\$ 2,571.74
13 Career Strategies 3435 Wilshire Blvd., Suite 212 Los Angeles CA 90010	Phone: 213-385-0440 Career Strategies 3435 Wilshire Blvd., Suite 212 Los Angeles CA 90010	Business debt		\$ 2,383.36

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14 Eventz Extraordinaire Inc. 22691 Lambert St., #506 Lake Forest CA 92630	Phone: 949-460-0888 Eventz Extraordinaire Inc. 22691 Lambert St., #506 Lake Forest CA 92630	Business debt		\$ 2,294.41
15 White Nelson 2875 Mcihelle Drive, Suite 300 Irvine CA 92606	Phone: White Nelson 2875 Mcihelle Drive, Suite 300 Irvine CA 92606			\$ 2,230.00
16 Classified Ventures, Inc. 2563 Collection Center Drive Chicago IL 60693	Phone: 888-658-7368 Classified Ventures, Inc. 2563 Collection Center Drive Chicago IL 60693	Business debt		\$ 2,205.00
17 Universal Carpet Care 3111 S. Valley View, #N-102 Las Vegas NV 89102	Phone: (702) 220-9003 Universal Carpet Care 3111 S. Valley View, #N-102 Las Vegas NV 89102	Business debt		\$ 1,936.00
18 Southern Nevada Health Distric File 50523 Los Angeles CA 90074	Phone: 702-759-1245 Southern Nevada Health Distric File 50523 Los Angeles CA 90074	Business debt		\$ 1,797.00
19 Beauty and the Brush 5920 North Jones Blvd. Las Vegas NV 89130	Phone: 702-658-8313 Beauty and the Brush 5920 North Jones Blvd. Las Vegas NV 89130	Business debt		\$ 1,475.00
20 First Advantage Saferent Inc. P. O. Box 120512 Dallas TX 75312	Phone: First Advantage Saferent Inc. P. O. Box 120512 Dallas TX 75312	Business debt		\$ 1,234.97

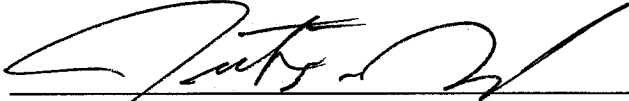
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A Limited Liability Corp.**

I, Jonathan T. Brohard, Authorized Agent of the Limited Liability Corp. as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 7/31/2008

Signature   
Name: Jonathan T. Brohard  
Title: Authorized Agent