

B 21 (Official Form 21) (12/07)

**UNITED STATES BANKRUPTCY COURT**  
Central District of California

In re <u>64th Place, LLC</u>	)	
[Set forth here all names including married, maiden, and trade names used by debtor within last 8 years]	)	
	)	
Debtor	)	Case No. _____
Address <u>6100 Center Drive, Suite 1200</u>	)	
<u>Los Angeles, CA 90045</u>	)	Chapter <u>11</u>
	)	
Last four digits of Social-Security or Individual Taxpayer- Identification (ITIN) No(s), (if any):	)	
<u>81-0569330</u>	)	
Employer Tax-Identification (EIN) No(s), (if any):	)	
	)	

**STATEMENT OF SOCIAL-SECURITY NUMBER(S)**  
(or other Individual Taxpayer-Identification Number(s) (ITIN(s)))<sup>\*</sup>

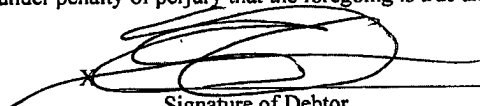
1. Name of Debtor (Last, First, Middle): 64th Place, LLC  
(Check the appropriate box and, if applicable, provide the required information.)

- Debtor has a Social-Security Number and it is: 81-0569330  
(If more than one, state all.)
- Debtor does not have a Social-Security Number but has an Individual Taxpayer-Identification Number (ITIN), and it is: \_\_\_\_\_  
(If more than one, state all.)
- Debtor does not have either a Social-Security Number or an Individual Taxpayer-Identification Number (ITIN).

2. Name of Joint Debtor (Last, First, Middle): None  
(Check the appropriate box and, if applicable, provide the required information.)

- Joint Debtor has a Social-Security Number and it is: \_\_\_\_\_  
(If more than one, state all.)
- Joint Debtor does not have a Social-Security Number but has an Individual Taxpayer-Identification Number (ITIN) and it is: \_\_\_\_\_  
(If more than one, state all.)
- Joint Debtor does not have either a Social-Security Number or an Individual Taxpayer-Identification Number (ITIN).

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

	<u>May 12, 2010</u>
X _____ Signature of Debtor	Date
X _____ Signature of Joint Debtor	Date

<sup>\*</sup> Joint debtors must provide information for both spouses.

Penalty for making a false statement: Fine of up to \$250,000 or up to 5 years imprisonment or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Central District of California**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>64th Place, LLC</b>	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): <b>None</b>	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) No./Complete EIN (if more than one, state all): <b>EIN: 81-0569330</b>	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) <b>6100 Center Dr., Ste. 1200 Los Angeles, CA</b>	Street Address of Joint Debtor (No. and Street, City, and State)
ZIP CODE <b>90045</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Los Angeles</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

<b>Type of Debtor</b> (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.)  <hr style="width: 80%; margin-left: 0;"/>	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input checked="" 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 type="checkbox"/> Other  <hr style="width: 80%; margin-left: 0;"/> <b>Tax-Exempt Entity</b> (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)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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
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<b>Filing Fee</b> (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 No. 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.	<b>Check one box: Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D) <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr style="width: 80%; margin-left: 0;"/> <b>Check all applicable boxes</b> <input checked="" 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, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <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.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <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	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input 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	
<b>Estimated Liabilities</b> <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	

Bankruptcy 2011 © 1991-2011, New Hope Software, Inc., ver. 4.6.2-759 - 32959-301X-09910

**Voluntary Petition** Main Document Page 3 of 56  
 (This page must be completed and filed in every case) Name of Debtor(s)  
 64th Place, LLC

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: Central District of California	Case Number: 2:11-bk-22910-EC	Date Filed: 03/25/2011
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Location Where Filed: N.A.	Case Number:	Date Filed:
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**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:
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District:	Relationship:	Judge:
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**Exhibit A**  
 (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)

Exhibit A is attached and made a part of this petition.

**Exhibit B**  
 (To be completed if debtor is an individual whose debts are primarily consumer debts)

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).

X \_\_\_\_\_  
 Signature of Attorney for Debtor(s) Date

**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 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 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 non bankruptcy 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 in 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(1)).

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

Name of Debtor(s):  
64th Place, 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 § 1515 of title 11 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  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

RICHARD GIBSON 111535  
Printed Name of Attorney for Debtor(s)

Gibson Law PC  
Firm Name

21800 Oxnard Street, Suite 310  
Address

Woodland Hills, CA 91367

818-716-7950  
Telephone Number

05/12/2011  
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 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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  \_\_\_\_\_  
Signature of Authorized Individual

CHARLES QUARLES  
Printed Name of Authorized Individual

President, The Bedford Group, Managing Member of 64th Place, LLC  
Title of Authorized Individual

05/12/2011  
Date

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Richard Gibson SBN 111535, Jeremy Gard SBN 269265 Gibson Law PC 21800 Oxnard Street, Suite 310 Woodland Hills, CA 91367 Phone: 818-716-7950 Fax 818-716-7995 <input checked="" type="checkbox"/> Attorney for: 64th Place, LLC	FOR COURT USE ONLY     
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	CASE NO.: CHAPTER: 11 ADV. NO.:
In re: 64th Place, LLC   Debtor(s).	

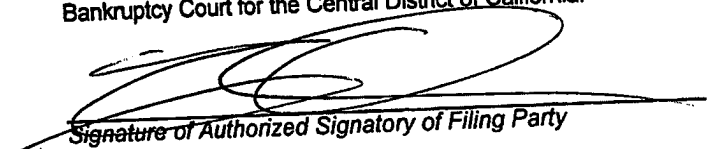
**ELECTRONIC FILING DECLARATION  
(CORPORATION/PARTNERSHIP)**

- Petition, statement of affairs, schedules or lists
- Amendments to the petition, statement of affairs, schedules or lists
- Other: \_\_\_\_\_

Date Filed: 05/12/2011  
 Date Filed: \_\_\_\_\_  
 Date Filed: \_\_\_\_\_

**PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY**


I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

  
 \_\_\_\_\_  
 Signature of Authorized Signatory of Filing Party  
 Charles Quarles  
 \_\_\_\_\_  
 Printed Name of Authorized Signatory of Filing Party  
 President, The Bedford Group, Managing Member of 64th Place, LL  
 \_\_\_\_\_  
 Title of Authorized Signatory of Filing Party

05/12/2011  
 \_\_\_\_\_  
 Date

**PART II - DECLARATION OF ATTORNEY FOR FILING PARTY**

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.

  
 \_\_\_\_\_  
 Signature of Attorney for Filing Party  
 Richard Gibson  
 \_\_\_\_\_  
 Printed Name of Attorney for Filing Party

05/12/2011  
 \_\_\_\_\_  
 Date

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

**UNITED STATES BANKRUPTCY COURT  
 Central District of California**

In re 64th Place, LLC,  
 Debtor

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 and 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>
Enterprise Plumbing J&I, Inc. 7129 Gerald Ave., Van Nuys, CA 91406 818-908-0090		Trade Debt		110.25
Infinity Locksmith 1215 N. Hayworth Ave. # 101 Los Angeles, CA 90046 323-293-8427		Trade Debt		152.67

(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>
HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058		Trade Debt		284.86
City of Inglewood Office of Finance One Manchester Blvd. Inglewood, CA 90301		Business License		300.00
Pyro-Comm Systems, Inc. 15531 Container Lane Huntington Beach, CA 92649-1530 714-902-8000		Trade Debt		357.93
Pacific Window Covering 2738 West Century Blvd., suite 1 Inglewood, CA 90303		Trade Debt		385.00
City of Inglewood PO Box 30878 Los Angeles, CA 90030-0878		Maintenance Fee		535.15
Hernandez Carpet Brokers 6601 Telegraph Road Commerce, CA 90040 323-838-5450		Trade Debt		848.92
3 Joe's Carpet & Fabric Care 7712 South Broadway Los Angeles, CA 90003 323-750-6833		Trade Debt		1,326.25

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
State Farm Insurance Companies Commercial Fire Division Bakersfield Operations Center 900 Old River Road Bakersfield, CA 93311		Insurance		1,907.68
TMC Management, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045		Management Fee		32,837.41
FR Ventures, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045		Loan		154,771.65
The Bedford Group 6100 Center Drive, Suite 1200 Los Angeles, CA 90045 310-568-8500		Loan		202,859.00
East West Bank 199 S. Los Robles Ave. #780 Pasadena, CA 91101		Bank Debt		1,212,517.48 Collateral FMV 849,633.80



DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 05/12/2011

Signature



CHARLES QUARLES,  
President, The Bedford Group, Managing Member  
of 64th Place, LLC

B 1A (Official Form 1, Exhibit A) (9/97)

*[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

# UNITED STATES BANKRUPTCY COURT

Central District of California

In re 64th Place, LLC, ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is N/A.

2. The following financial data is the latest available information and refers to the debtor's condition on N/A.

a. Total assets	\$	<u>0.00</u>		
b. Total debts (including debts listed in 2.c., below)	\$	<u>0.00</u>		
c. Debt securities held by more than 500 holders:				Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		
d. Number of shares of preferred stock		<u>0.00</u>		
e. Number of shares common stock		<u>0.00</u>		

Comments, if any:

This form is not applicable to the debtor

3. Brief description of debtor's business:

N/A

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

N/A

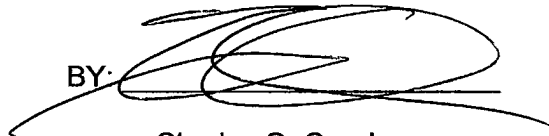
## MANAGING MEMBER'S CERTIFICATE

The undersigned, *Charles O. Quarles*, hereby certifies:

1. I am the President of The Bedford Group, managing member of 64<sup>TH</sup> Place, LLC, a California limited liability corporation.
2. Attached hereto is a true, exact and complete copy of resolutions adopted by The Bedford Group, as managing member of 64<sup>th</sup> Place, LLC, on May 6, 2011, and said resolutions have not been amended or rescinded and are in full force and effect on the date hereof.

DATED: 5-12-2011

BY:



*Charles O. Quarles,  
President of The Bedford Group,  
Managing Member of 64<sup>th</sup> Place, LLC*

**RESOLUTION OF THE MANAGING MEMBER  
OF 64<sup>th</sup> Place, LLC, A CALIFORNIA LIMITED LIABILITY  
CORPORATION**

RESOLVED, that in view of the financial condition of 64<sup>th</sup> Place, LLC ("Corporation"), the managing member of the Corporation hereby authorizes, empowers, and directs Charles O. Quarles (hereinafter "Officer"), on behalf of the Corporation, to file a voluntary petition under *Chapter 11* of the United States Bankruptcy Code and to convert from one Chapter to the other in the event that such action is deemed necessary and appropriate and in the best interests of the Corporation;

RESOLVED FURTHER, that the Corporation is authorized, empowered and directed to retain Gibson Law PC as counsel to the Corporation in any such bankruptcy case;

RESOLVED FURTHER, that the Officers of the Corporation, or any of them, are authorized, empowered and directed on behalf of the Corporation and in its name to take all actions and execute all documents deemed necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions; the taking of such actions or execution of such documents to be conclusive evidence of the necessity or desirability thereof.

DATED: 5-12-2011

BY: 

Charles O. Quarles,  
*President of The Bedford Group,  
Managing Member of 64<sup>th</sup> Place, LLC*

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Richard Gibson (111535), Jeremy Gard (269265) Gibson Law PC 21800 Oxnaard Street, #310 Woodland Hills, CA 91367  <input checked="" type="checkbox"/> Attorney for: 64th Place, LLC	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: 64th Place, LLC   <div style="text-align: right;">                     Debtor(s),                       Plaintiff(s),                       Defendant(s).                 </div>	CASE NO.:  ADV. NO.: None  CHAPTER: 11

**Corporate Ownership Statement Pursuant to  
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

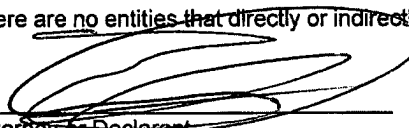
*Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, Charles O. Quarles, the undersigned in the above-captioned case, hereby declare  
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

1. I have personal knowledge of the matters set forth in this Statement because:
  - I am the president or other officer or an authorized agent of the debtor corporation
  - I am a party to an adversary proceeding
  - I am a party to a contested matter
  - I am the attorney for the debtor corporation
  
2. a.  The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s) equity interests:  
 [For additional names, attach an addendum to this form.]  
 The Bedford Group (50%)  
 FR Ventures, LLC (50%)
  
- b.  There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

  
 \_\_\_\_\_  
 Signature of Attorney or Declarant

\_\_\_\_\_  
 Date

Charles O. Quarles  
 Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

**UNITED STATES BANKRUPTCY COURT  
 Central District of California**

In re 64th Place, LLC,  
 Debtor

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 and 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>
Enterprise Plumbing J&I, Inc. 7129 Gerald Ave., Van Nuys, CA 91406 818-908-0090		Trade Debt		110.25
Infinity Locksmith 1215 N. Hayworth Ave. # 101 Los Angeles, CA 90046 323-293-8427		Trade Debt		152.67

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(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058		Trade Debt		284.86
City of Inglewood Office of Finance One Manchester Blvd. Inglewood, CA 90301		Business License		300.00
Pyro-Comm Systems, Inc. 15531 Container Lane Huntington Beach, CA 92649-1530 714-902-8000		Trade Debt		357.93
Pacific Window Covering 2738 West Century Blvd., suite 1 Inglewood, CA 90303		Trade Debt		385.00
City of Inglewood PO Box 30878 Los Angeles, CA 90030-0878		Maintenance Fee		535.15
Hernandez Carpet Brokers 6601 Telegraph Road Commerce, CA 90040 323-838-5450		Trade Debt		848.92
3 Joe's Carpet & Fabric Care 7712 South Broadway Los Angeles, CA 90003 323-750-6833		Trade Debt		1,326.25

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
--	---	---	--	---

State Farm Insurance Companies Commercial Fire Division Bakersfield Operations Center 900 Old River Road Bakersfield, CA 93311	Insurance	1,907.68
---	-----------	----------

TMC Management, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045	Management Fee	32,837.41
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FR Ventures, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045	Loan	154,771.65
--	------	------------

The Bedford Group 6100 Center Drive, Suite 1200 Los Angeles, CA 90045 310-568-8500	Loan	202,859.00
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East West Bank 199 S. Los Robles Ave. #780 Pasadena, CA 91101	Bank Debt	1,212,517.48 Collateral FMV 849,633.80
--	-----------	--



DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 05/12/2011

Signature



CHARLES QUARLES,  
President, The Bedford Group, Managing Member  
of 64th Place, LLC

In re 64th Place, LLC

Debtor

Case No. \_\_\_\_\_

Chapter

11

**List of Equity Security Holders**

Holder of Security	Number Registered	Type of Interest
FR Ventures, LLC 6100 Center Dr., Suite 1200 Los Angeles, CA 90045		50% of Equity
The Bedford Group 6100 Center Drive, Ste. 1200 Los Angeles, CA 90045		50% of Equity

Party Name, Address and Telephone Number <i>(CA State Bar No. If Applicable)</i> Richard Gibson (111535), Jeremy Gard (269265) Gibson Law PC 21800 Oxnard Street, #310 Woodland Hills, CA 91367 T: (818) 716-7950 F: (818) 716-7995	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: 64th Place, LLC	CHAPTER 11  CASE NUMBER
Debtor.	(No Hearing Required)

**VENUE DISCLOSURE FORM  
FOR CORPORATIONS FILING CHAPTER 11  
(Required by General Order 97-02)**

*\*Attach additional sheets as necessary and indicate so in each section\**

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (*from Form S0100, S0200, or S0300*):  
 6100 Center Drive, Suite 1200  
 Los Angeles, CA 90045
  
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:  
 6100 Center Drive, Suite 1200  
 Los Angeles, CA 90045
  
3. Disclose the current business address(es) for all corporate officers:  
 6100 Center Drive, Suite 1200  
 Los Angeles, CA 90045
  
4. Disclose the current business address(es) where the Debtor's books and records are located:  
 6100 Center Drive, Suite 1200  
 Los Angeles, CA 90045

Venue Disclosure Form for Corporations Filing Chapter 11 - Page 2

VEN-C

In re 64th Place, LLC	CHAPTER 11
Debtor.	CASE NUMBER

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

6-Unit Townhome Building  
114 West 64th Place  
Inglewood, CA 90302

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

None

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):

Charles O. Quarles  
6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

Mr. Quarles is President of the Bedford Group, Managing Member of 64th Place, LLC (Debtor)

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

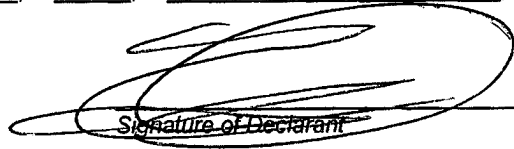
Executed on the 12th day of May, 2011, at Los Angeles, California.

Charles O. Quarles

Type Name of Officer

President of The Bedford Group

Position or Title of Officer

  
Signature of Declarant

VEN-C

**STATEMENT OF RELATED CASES**  
**INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2**  
**UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

In re 64th Place, LLC; Case No. 2:11-BK-22910-EC; Filed March 25, 2011; Dismissed w/out 180 day bar to refile by Judge Carroll

Real property included in prior case was located at 114 West 64th Place, Inglewood, California 90302

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

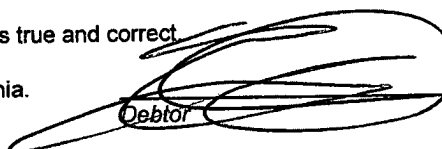
See Attachment 3 to Statement of Related Cases

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

I declare, under penalty of perjury, that the foregoing is true and correct

Executed at Los Angeles, California.

Dated May 12, 2011

  
\_\_\_\_\_  
Joint Debtor

**ATTACHMENT TO STATEMENT OF RELATED CASES #3**

While the debtor has previously filed a bankruptcy petition as indicated in #1 on the Statement of Related Cases, a petition has not previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is a general partner, a general partner of the debtor, a relative of the general partner of the debtor, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock. However other entities either wholly or partially owned or affiliated with The Bedford Group, managing member of the debtor 64<sup>th</sup> Place, LLC have filed for bankruptcy protection. Those cases are listed below.

Case No.	Title	Filed	Nature	Judge
2:09-BK-30407	Promenade at Baldwin Hills	8/4/09	Dismissed	Ellen Carroll
2:09-BK-30408	Bedford Parc, LLC	8/4/09	Dismissed	Ellen Carroll

Bedford Parc, LLC is an entity wholly owned by The Bedford Group, which is 50% owner of the debtor, 64<sup>th</sup> Place, LLC. Bedford Parc was a single asset entity that filed a Chapter 11 bankruptcy petition that was eventually dismissed as a suitable buyer was found for the entire building.

The Promenade at Baldwin Hills, LLC filed for chapter 11 protection at the same time as Bedford Parc, LLC. The Promenade was owned in 25% by itself and 75% by FR Ventures, LLC. Its primary asset was a building located next door to Bedford Parc. This case was also dismissed as the building was purchased by the same buyer who purchased the Bedford Parc building.

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

**United States Bankruptcy Court**  
Central District of California

In re 64th Place, 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.

**AMOUNTS SCHEDULED**

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 925,000.00		
B - Personal Property	YES	4	\$ 3,481.04		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 1,263,336.89	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	3		\$ 396,676.77	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
<b>TOTAL</b>		15	\$ 928,481.04	\$ 1,660,013.66	

**United States Bankruptcy Court**  
 Central District of California

In re 64th Place, 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)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

**State the Following:**

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; <b>OR</b> , Form 22B Line 11; <b>OR</b> , Form 22C Line 20)	\$ N.A.

**State the Following:**

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



**B6 Cover (Form 6 Cover) (12/07)**

## **FORM 6. SCHEDULES**

Summary of Schedules

Statistical Summary of Certain Liabilities and Related Data (28 U.S.C. § 159)

Schedule A - Real Property

Schedule B - Personal Property

Schedule C - Property Claimed as Exempt

Schedule D - Creditors Holding Secured Claims

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule G - Executory Contracts and Unexpired Leases

Schedule H - Codebtors

Schedule I - Current Income of Individual Debtor(s)

Schedule J - Current Expenditures of Individual Debtor(s)

Unsworn Declaration under Penalty of Perjury

**GENERAL INSTRUCTIONS:** The first page of the debtor's schedules and the first page of any amendments thereto must contain a caption as in Form 16B. Subsequent pages should be identified with the debtor's name and case number. If the schedules are filed with the petition, the case number should be left blank

Schedules D, E, and F have been designed for the listing of each claim only once. Even when a claim is secured only in part or entitled to priority only in part, it still should be listed only once. A claim which is secured in whole or in part should be listed on Schedule D only, and a claim which is entitled to priority in whole or in part should be listed on Schedule E only. Do not list the same claim twice. If a creditor has more than one claim, such as claims arising from separate transactions, each claim should be scheduled separately.

Review the specific instructions for each schedule before completing the schedule.

In re 64th Place, LLC

Case No. \_\_\_\_\_

Debtor

(If known)

### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether 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
6-unit townhome building constructed 2004; rental property 114 West 64th Place, Inglewood, CA 90302 APN 4002-020-007 Lot 150 of Tract 9144 in Inglewood	Fee Simple		925,000.00	Exceeds Value

Total ➤ 925,000.00

(Report also on Summary of Schedules.)

In re 64th Place, LLC

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

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

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

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

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Bank Account - 181-3466354 5899 Green Valley Circle Culver City, CA 90230		1,081.04
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.		Washing Machine -1 114 West 65th Place, Inglewood, CA 90302		200.00
		Washing Machine -2 114 West 65th Place, Inglewood, CA 90302		200.00
		Washing Machine -3 114 West 65th Place, Inglewood, CA 90302		200.00
		Washing Machine -4 114 West 65th Place, Inglewood, CA 90302		200.00
		Washing Machine -5 114 West 65th Place, Inglewood, CA 90302		200.00

In re 64th Place, LLC

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		Washing Machine -6 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -1 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -2 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -3 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -4 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -5 114 West 65th Place, Inglewood, CA 90302		200.00
		Dryer -6 114 West 65th Place, Inglewood, CA 90302		200.00
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			

In re 64th Place, LLC

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or 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 of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

In re 64th Place, LLC

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

0

continuation sheets attached Total

\$ 3,481.04

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

In re 64th Place, LLC

Case No. \_\_\_\_\_  
(If known)

Debtor

### SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450\*.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

\*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**B6D (Official Form 6D) (12/07)**

In re 64th Place, LLC,  
Debtor

Case No. \_\_\_\_\_  
(If known)

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 87814529 East West Bank 199 S. Los Robles Ave. #780 Pasadena, CA 91101	X	Incurred: March 2005 Lien: Deed of Trust Security: 144 West 64th Place, Inglewood, CA 90302  VALUE \$ 925,000.00				1,212,517.48	325,200.58 This amount based upon existence of Superior Liens
ACCOUNT NO. 4002020007 L.A. County Tax Collector PO Box 54018 Los Angeles, CA 90054-0018		Lien: Tax Lien Security: 144 West 64th Place, Inglewood, CA 90302  VALUE \$ 925,000.00				50,819.41	0.00
ACCOUNT NO.   VALUE \$							

0 continuation sheets attached

Subtotal (Total of this page)	\$1,263,336.89	\$ 325,200.58
Total (Use only on last page)	\$1,263,336.89	\$ 325,200.58

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)



In re 64th Place, LLC  
Debtor

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether 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 \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

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

\*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**B6E (Official Form 6E) (04/10) - Cont.**

In re 64th Place, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* 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 \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

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

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

**Commitments to Maintain the Capital of an Insured Depository Institution**

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

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

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

*\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

1 continuation sheets attached

B6E (Official Form 6E) (04/10) - Cont.

In re 64th Place, LLC,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above..)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.								
Franchise Tax Board PO Box 942857 Sacramento, CA 94257-0631 916-845-6614				X		Unknown	Unknown	Unknown
ACCOUNT NO.								
Internal Revenue Service Ogden, UT 84201-0039				X		Unknown	Unknown	Unknown
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 1 of 1 continuation sheets attached to Schedule of  
Creditors Holding Priority Claims

Subtotal >  
(Totals of this page)

\$	0.00	\$		\$	
----	------	----	--	----	--

Total >

\$	0.00				
----	------	--	--	--	--

(Use only on last page of the completed  
Schedule E.) Report also on the Summary  
of Schedules)

Totals >

\$		\$	0.00	\$	0.00
----	--	----	------	----	------

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

In re 64th Place, LLC  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

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

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether 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 <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 3 Joe's Carpet & Fabric Care 7712 South Broadway Los Angeles, CA 90003 323-750-6833		Consideration: Trade Debt Trade Debt				1,326.25
ACCOUNT NO. City of Inglewood PO Box 30878 Los Angeles, CA 90030-0878		Incurred: 05/10/2011 Consideration: Maintencece Fees Maintencece Fees				535.15
ACCOUNT NO. City of Inglewood Office of Finance One Manchester Blvd. Inglewood, CA 90301		Consideration: Business License Business License				300.00
ACCOUNT NO. Enterprise Plumbing J&I, Inc. 7129 Gerald Ave., Van Nuys, CA 91406 818-908-0090		Consideration: Trade Debt Trade Debt				110.25

2 continuation sheets attached

Subtotal > \$ 2,271.65  
 Total > \$

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable, on the Statistical  
 Summary of Certain Liabilities and Related Data.)

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

In re 64th Place, LLC,  
Debtor

Case No. \_\_\_\_\_  
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. FR Ventures, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045		Consideration: Loan Loan				154,771.65
ACCOUNT NO. HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058		Consideration: Trade Debt Trade Debt				284.86
ACCOUNT NO. Hernandez Carpet Brokers 6601 Telegraph Road Commerce, CA 90040 323-838-5450		Consideration: Trade Debt Trade Debt				848.92
ACCOUNT NO. 15419 Infinity Locksmith 1215 N. Hayworth Ave. # 101 Los Angeles, CA 90046 323-293-8427		Incurred: 03/19/2011 Consideration: Trade Debt Trade Debt				152.67
ACCOUNT NO. Pacific Window Covering 2738 West Century Blvd., suite 1 Inglewood, CA 90303		Consideration: Trade Debt Trade Debt				385.00

Sheet no. 1 of 2 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal > \$ 156,443.10

Total > \$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

In re 64th Place, LLC,  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Pyro-Comm Systems, Inc. 15531 Container Lane Huntington Beach, CA 92649-1530 714-902-8000		Consideration: Trade Debt Trade Debt				357.93
ACCOUNT NO. 1111021923 State Farm Insurance Companies Commercial Fire Division Bakersfiled Operations Center 900 Old River Road Bakersfield, CA 93311		Consideration: Insurance Insurance				1,907.68
ACCOUNT NO. The Bedford Group 6100 Center Drive, Suite 1200 Los Angeles, CA 90045 310-568-8500		Consideration: Loan Loan				202,859.00
ACCOUNT NO. TMC Management, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045		Consideration: Management Fee Management Fee				32,837.41
ACCOUNT NO.						

Sheet no. 2 of 2 continuation sheets attached  
 to Schedule of Creditors Holding Unsecured  
 Nonpriority Claims

Subtotal	\$ 237,962.02
Total	\$ 396,676.77

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable, on the  
 Statistical Summary of Certain Liabilities and Related Data.)

In re 64th Place, LLC Case No. \_\_\_\_\_  
 Debtor (if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

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

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Brandi Amos and Amirah Carpenter 114 West 64th Place, Apt. 2 Inglewood, CA 90302	114 West 64th Place, Apt. 2 Inglewood, CA 90302 Residential Tenancy Debtor is Lessor
David Dumas and Yolanda Dumas 114 West 64th Place, Apt. 1 Inglewood, CA 90302	114 West 64th Place, Apt. 1 Inglewood, CA 90302 Residential Tenancy Debtor is Lessor
Elizabeth Segee 114 West 64th Place, Apt. 3 Inglewood, CA 90302	114 West 64th Place, Apt. 3 Inglewood, CA 90302 Residential Tenancy Debtor is Lessor
Lanomay Benjamin 114 West 64th Place, Apt. 4 Inglewood, CA 90302	114 West 64th Place, Apt. 4 Inglewood, CA 90302 Residential Tenancy Debtor is Lessor
Leslie Schnyder and Julie R. Grigsby 114 West 64th Place, Apt. 6 Inglewood, CA 90302	114 West 64th Place, Apt. 6 Inglewood, CA 90302 Residential Tenancy Debtor is Lessor
Starlett Quarles 114 West 64th Place, Apt. 5 Inglewood, CA 90302	114 West 64th Place, Apt. 5 Inglewood, CA 90302 Residential Tenancy at one-half rate with residential manager Debtor is Lessor

In re 64th Place, LLC  
**Debtor**

Case No. \_\_\_\_\_  
**(if known)**

### 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. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Charles Quarles The Bedford Group 6100 Center Drive, Suite 1200 Los Angeles, CA 90045	East West Bank 199 S. Los Robles Ave. #780 Pasadena, CA 91101



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

64th Place, LLC

In re Debtor

Case No. (If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

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

Date

Signature: Debtor

Date

Signature: (Joint Debtor, if any)

[If joint case, both spouses must sign.]

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

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

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

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

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

Address

X Signature of Bankruptcy Petition Preparer

Date

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

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

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

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

I, the President, The Bedford Group, Managing Member of 64th Place, LLC [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the 64th Place, LLC [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 17 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 05/12/2011

Signature: CHARLES QUARLES

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

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

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

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UNITED STATES BANKRUPTCY COURT  
 Central District of California

In Re 64th Place, LLC

Case No. \_\_\_\_\_  
 (if known)

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**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	
2011			
2010	110,300	gross income of debtor	FY: 01/01/2010 to 12/31/2010
2009	115,090	gross income of debtor	FY: 01/01/2009 to 12/31/2009

**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

**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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. 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.)

*\*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after date of adjustment.*

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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3 Joe's Carpet & Fabric Care 7712 South Broadway Los Angeles, CA 90003 323-750-6833		130.00	1,326.25
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Gold Star Landscape, INC 4618 West 171st Street Lawndale, CA 90260 310-345-7358	03/11/2011, 05/05/2011	1050.00	0.00
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Southern California Edison PO Box 600 Rosemead, CA 91771-0001 800-990-778	02/18/2011, 04/11/2011, 05/05/2011	634.57	0.00
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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
State Farm Insurance Companies Commercial Fire Division Bakersfield Operations Center 900 Old River Road Bakersfield, CA 93311	02/28/2011, 03/22/2011, 04/22/2011	964.32	2,149.76
At&t Payment Center Sacramento, CA 95887-0001	02/18/2011, 03/22/2011, 04/29/2011, 05/04/2011	420.55	0.00
City of Inglewood PO Box 30878 Los Angeles, CA 90030-0878	02/25/2011, 03/22/2011, 05/02/2011	1591.68	0.00
Claudia Cuellar 310 West 103rd Street #4 Los Angeles, CA 90305		300.00	0.00
Kristin Gooden 2311 West 80th Street Inglewood, CA 90305	03/22/2011, 04/15/2011	860.00	0.00
National Fire Systems & Services 722 West Wilson Ave. Glendale, CA 91203	04/29/2011	120.00	0.00
Barry W. Richlin 26110 New Chicago Ave. Hemet, CA 92544	02/18/2011	75.00	0.00
West Coast Custom Blinds 5003 South La Brea Ave., Suite A&B Los Angeles, CA 90056		344.13	0.00
L.A. County Tax Collector PO Box 54018 Los Angeles, CA 90054-0018	04/11/2011	10,938.59	50,819.41
East West Bank 199 S. Los Robles Ave. #780 Pasadena, CA 91101	04/11/2011	4965.60	unknown
Community Controls 2500 South 3850 West, Suite A Salt Lake City, UT 84120	05/05/2011	75.00	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	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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**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 REPOSESSION, 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 a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richard Gibson Gibson Law PC 21800 Oxnard Street, Suite 310 Woodland Hills, CA 91367	03/24/2011 Payor: 64th Place, LLC 6100 Center Drive, Suite 1200 Los Angeles, CA 90045	6,000.00

**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 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
Brandi Amos and Amirah Carpenter 114 West 64th Place, Apt. 2 Inglewood, CA 90302	Security Deposit \$1,700.00	TMC Management 6100 Center Drive, Suite 1200 Los Angeles, CA 90045
David Sumas and Yolanda Dumas 114 West 64th Place, Apt. 1 Inglewood, CA 90302	Security Deposit \$1,850.00	TMC Management 6100 Center Drive, Suite 1200 Los Angeles, CA 90045



NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Elizabeth Segee 114 West 64th Place, Apt. 3 Inglewood, CA 90302	Security Deposit \$1,750.00	TMC Management 6100 Center Drive, Suite 1200 Los Angeles, CA 90045
Lanomay Benjamin 114 West 64th Place, Apt. 4 Inglewood, CA 90302	Security Deposit \$1,850.00	TMC Management 6100 Center Drive, Suite 1200 Los Angeles, CA 90045
Leslie Schnuder/Julie R. Grigsby 114 West 64th Place, Apt. 6 Inglewood, CA 90302	Security Deposit \$1,700.00	TMC Management 6100 Center Drive, Suite 1200 Los Angeles, CA 90045

**15. Prior address of debtor**

None



If the debtor has moved within the 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 Sites**

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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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.

None

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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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.

None

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, partnership, sole proprietorship, 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 the 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 the 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 the 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
64th Place LLC	81-0569330	6100 Center Drive, Suite 1200 Los Angeles, CA 90045	single asset real estate	

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.

None

NAME	ADDRESS
64th Place, LLC	6100 Center Drive, Suite 1200 Los Angeles, CA 90045

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 the 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 otherwise self-employed.

(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 the 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, record and financial statements

None  a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

TMC Management, LLC  
6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

February 2005

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

TMC Management, LLC

6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

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

NAME AND ADDRESS

DATE  
ISSUED

East West Bank  
199 S. Los Robles Ave. #780  
Pasadena, CA 91101

intermittent

**20. Inventories**

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

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

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

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
The Bedford Group 6100 Center Drive, Ste. 1200 Los Angeles, CA 90045	equity	50
FR Ventures, LLC 6100 Center Dr., Suite 1200 Los Angeles, CA 90045	equity	50

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
The Bedford Group 6100 Center Drive, Ste. 1200 Los Angeles, CA 90045	Managing Member	50% of equity
FR Ventures, LLC The Frieda Rentie Living Trust 6100 Center Drive, Ste. 2100 Los Angeles, CA 90045		50% in equity

**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 distribution by a corporation**

None  If the debtor is a partnership or a 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 the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**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 the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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\* \* \* \* \*

B203  
12/94

# United States Bankruptcy Court Central District of California

In re 64th Place, LLC

Case No. \_\_\_\_\_

Chapter 11

Debtor(s)

### DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) 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>6,000.00</u>
Balance Due .....	\$ <u>0.00</u>

2. The source of 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 other 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, statements 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;

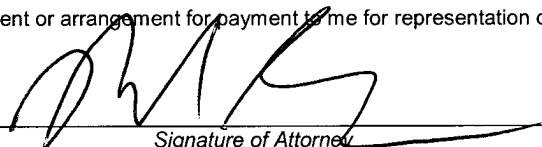
6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

#### 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 the bankruptcy proceeding.

05/12/2011

Date

  
Signature of Attorney

Gibson Law PC

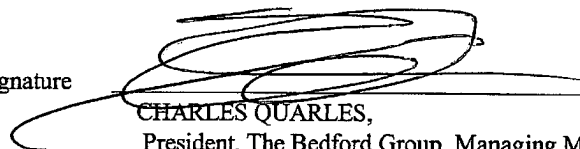
Name of law firm

*[If completed on behalf of a partnership or corporation]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 05/12/2011

Signature

  
CHARLES QUARLES,  
President, The Bedford Group, Managing Member  
of 64th Place, LLC  
Print Name and Title

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

0 continuation sheets attached

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

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

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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.

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

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

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

Address

Signature of Bankruptcy Petition Preparer

Date

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

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

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

**UNITED STATES BANKRUPTCY COURT  
Central District of California**

In re 64th Place, LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I do hereby certify under penalty of perjury that the attached Master Mailing List of Creditors, consisting of 4 pages, is complete, correct and consistent with the debtor's schedules herewith, pursuant to Local Bankruptcy Rule 105(6). I assume all responsibility for errors and omissions.

Date 05/12/2011

Signature



CHARLES QUARLES,  
President, The Bedford Group, Managing Member  
of 64th Place, LLC



64<sup>th</sup> Place, LLC  
6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

Richard Gibson  
Gibson Law PC  
21800 Oxnard Street, Suite 310  
Woodland Hills, CA 91367

US Trustee  
725 South Figueroa St # 2600  
Los Angeles, CA 90017-5413

3 Joe's Carpet & Fabric Care  
7712 South Broadway  
Los Angeles, CA 90003  
323-750-6833

Brandi Amos and Amirah Carpenter  
114 West 64th Place, Apt. 2  
Inglewood, CA 90302

Charles Quarles  
The Bedford Group  
6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

City of Inglewood  
PO Box 30878  
Los Angeles, CA 90030-0878

City of Inglewood Office of Finance  
One Manchester Blvd.  
Inglewood, CA 90301

David Dumas and Yolanda Dumas  
114 West 64th Place, Apt. 1  
Inglewood, CA 90302

East West Bank  
199 S. Los Robles Ave. #780  
Pasadena, CA 91101

Elizabeth Segee  
114 West 64th Place, Apt. 3  
Inglewood, CA 90302

Enterprise Plumbing J&I, Inc.  
7129 Gerald Ave.,  
Van Nuys, CA 91406  
818-908-0090

FR Ventures, LLC  
6100 Center Drive, Suite 1200  
Los Angeles, CA 90045

Franchise Tax Board  
PO Box 942857  
Sacramento, CA 94257-0631  
916-845-6614

HD Supply Facilities Maintenance  
PO Box 509058  
San Diego, CA 92150-9058

Hernandez Carpet Brokers  
6601 Telegraph Road  
Commerce, CA 90040  
323-838-5450

Infinity Locksmith  
1215 N. Hayworth Ave. # 101  
Los Angeles, CA 90046  
323-293-8427

Internal Revenue Service  
Ogden, UT 84201-0039

L.A. County Tax Collector  
PO Box 54018  
Los Angeles, CA 90054-0018

Lanomay Benjamin  
114 West 64th Place, Apt. 4  
Inglewood, CA 90302

Leslie Schnyder and Julie R. Grigsby  
114 West 64th Place, Apt. 6  
Inglewood, CA 90302

Pacific Window Covering  
2738 West Century Blvd.,  
suite 1  
Inglewood, CA 90303

Pyro-Comm Systems, Inc.  
15531 Container Lane  
Huntington Beach, CA 92649-1530  
714-902-8000

Starlett Quarles  
114 West 64th Place, Apt. 5  
Inglewood, CA 90302

State Farm Insurance Companies  
Commercial Fire Division  
Bakersfield Operations Center  
900 Old River Road  
Bakersfield, CA 93311

The Bedford Group  
6100 Center Drive, Suite 1200  
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TMC Management, LLC  
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