

B1 (Official Form 1)(04/13)

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

Voluntary Petition

| | |
|---|---|
| Name of Debtor (if individual, enter Last, First, Middle): DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability company | 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): | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 80-0813932 | 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): 25108 Marguerite Parkway Suite A-428 Mission Viejo, CA | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 92692 | ZIP Code |
| County of Residence or of the Principal Place of Business: Orange | 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):

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

| | |
|--|---|
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|--|---|

Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

| | | | | | | | | | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | OVER 100,000 |

Estimated Assets

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |

Estimated Liabilities

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |

THIS SPACE IS FOR COURT USE ONLY

| | | | |
|---|---|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability company | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) | | | |
| Location Where Filed: - None - | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) | | | |
| Name of Debtor: - None - | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| 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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> 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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> 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) | | | |
| <input checked="" type="checkbox"/> 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| _____ | | | |
| (Name of landlord that obtained judgment) | | | |
| _____ | | | |
| (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

Voluntary Petition

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

Name of Debtor(s):
DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability company

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Evan D. Smiley
Signature of Attorney for Debtor(s)

Evan D. Smiley State Bar No. 161812
Printed Name of Attorney for Debtor(s)

SMILEY WANG-EKVALL, LLP
Firm Name

3200 Park Center Drive, Suite 250
Costa Mesa, CA 92626

Address

Email: esmiley@swelawfirm.com

714-445-1000 Fax: 714-445-1002

Telephone Number

February 25, 2015 State Bar No. 161812

Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

Address

X _____

Date

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

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

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Roy Dekel
Signature of Authorized Individual

Roy Dekel
Printed Name of Authorized Individual

CEO of Diverse Financial Corporation, Manager
Title of Authorized Individual

February 25, 2015

Date

B4 (Official Form 4) (12/07)

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

In re **DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability company**
Debtor(s)

Case No. _____
Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

| (1) | (2) | (3) | (4) | (5) |
|---|--|---|--|---|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Todd Auerbach Sunwest Trust FBO Todd Auerbach IRA P.O. Box 36371 Albuquerque, NM 87176 | Todd Auerbach Sunwest Trust FBO Todd Auerbach IRA Albuquerque, NM 87176 | | | 360,382.48 |
| Cristine Cramer 4415 156th Street, SW Lynnwood, WA 98087 | Cristine Cramer 4415 156th Street, SW Lynnwood, WA 98087 | | | 188,076.29 |
| Diverse Financial Corporation 25108 Marguerite Parkway Suite A-428 Mission Viejo, CA 92692 | Diverse Financial Corporation 25108 Marguerite Parkway Suite A-428 Mission Viejo, CA 92692 | Indemnity Agreement | Contingent Unliquidated | Unknown |
| Kent Dunlap Sunwest Trust FBO 2201 Santiago Drive Newport Beach, CA 92660 | Kent Dunlap Sunwest Trust FBO 2201 Santiago Drive Newport Beach, CA 92660 | | | 144,956.11 |
| Ronald Herzog 427 N. Garden Street Bellingham, WA 98225 | Ronald Herzog 427 N. Garden Street Bellingham, WA 98225 | | | 193,276.34 |
| Linda Loera Sunwest Trust FBO Linda Loera IRA P.O. Box 36371 Albuquerque, NM 87176 | Linda Loera Sunwest Trust FBO Linda Loera IRA P.O. Box 36371 Albuquerque, NM 87176 | | | 194,799.95 |
| Robert Loera Sunwest Trust FBO Robert Loera IRA P.O. Box 36371 Albuquerque, NM 87176 | Robert Loera Sunwest Trust FBO Robert Loera IRA P.O. Box 36371 Albuquerque, NM 87176 | | | 194,799.95 |
| Jeanne Luce 308 Castilla Avenue, Unit A Laguna Woods, CA 92637 | Jeanne Luce 308 Castilla Avenue, Unit A Laguna Woods, CA 92637 | | | 58,439.99 |

B4 (Official Form 4) (12/07) - Cont.

In re **DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability company**

Case No. _____

Debtor(s)

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

| (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> |
|---|---|--|---|--|
| Bevann Moreland Sunwest Trust FBO Bevann Moreland 16231 Whitecap Lane Huntington Beach, CA 92649 | Bevann Moreland Sunwest Trust FBO Bevann Moreland 16231 Whitecap Lane Huntington Beach, CA 92649 | | | 48,320.79 |
| Ronald Moreland Sunwest Trust FBO Ronald Moreland IRA P.O. Box 36371 Albuquerque, NM 87176 | Ronald ~Moreland Sunwest Trust FBO Ronald Moreland IRA Albuquerque, NM 87176 | | | 144,956.11 |
| Robert Off 2400 Via Mariposa West 2-D Laguna Woods, CA 92637 | Robert Off 2400 Via Mariposa West 2-D Laguna Woods, CA 92637 | | | 97,399.98 |
| Steve Potvin Sunwest Trust FBO P.O. Box 36371 Albuquerque, NM 87176 | Steve Potvin Sunwest Trust FBO P.O. Box 36371 Albuquerque, NM 87176 | | | 97,399.98 |
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B4 (Official Form 4) (12/07) - Cont.

In re **DF REAL ESTATE PARTNERS, LLC, a Delaware limited
liability company**

Case No. _____

Debtor(s)

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

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

I, the CEO of Diverse Financial Corporation, Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **February 25, 2015**

Signature **/s/ Roy Dekel**

Roy Dekel

CEO of Diverse Financial Corporation, Manager

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.

DF REAL ESTATE PARTNERS, LLC, a Delaware limited liability
25108 Marguerite Parkway
Suite A-428
Mission Viejo, CA 92692

Evan D. Smiley
SMILEY WANG-EKVALL, LLP
3200 Park Center Drive, Suite 250
Costa Mesa, CA 92626

Todd Auerbach
Sunwest Trust FBO
Todd Auerbach IRA
P.O. Box 36371
Albuquerque, NM 87176

Terree Bowers
Arent Fox LLP
555 West Fifth Street, 48th Floor
Los Angeles, CA 90013

Cristine Cramer
4415 156th Street, SW
Lynnwood, WA 98087

Diverse Financial Corporation
25108 Marguerite Parkway
Suite A-428
Mission Viejo, CA 92692

Kent Dunlap
Sunwest Trust FBO
2201 Santiago Drive
Newport Beach, CA 92660

Franchise Tax Board
Bankruptcy Section, MS:A-340
P.O. Box 2952
Sacramento, CA 95812-2952

Ronald Herzog
427 N. Garden Street
Bellingham, WA 98225

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Linda Loera
Sunwest Trust FBO Linda Loera IRA
P.O. Box 36371
Albuquerque, NM 87176

Robert Loera
Sunwest Trust FBO Robert Loera IRA
P.O. Box 36371
Albuquerque, NM 87176

Jeanne Luce
308 Castilla Avenue, Unit A
Laguna Woods, CA 92637

Matthew T. Montgomery
Counsel, Division of Enforcement
U.S. Securities and Exchange Comm.
444 South Flower Street, Suite 900
Los Angeles, CA 90071

Bevann Moreland
Sunwest Trust FBO Bevann Moreland
16231 Whitecap Lane
Huntington Beach, CA 92649

Ronald Moreland
Sunwest Trust FBO
Ronald Moreland IRA
P.O. Box 36371
Albuquerque, NM 87176

Robert Off
2400 Via Mariposa West 2-D
Laguna Woods, CA 92637

Steve Potvin
Sunwest Trust FBO
P.O. Box 36371
Albuquerque, NM 87176

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

In re DF REAL ESTATE PARTNERS, LLC, a Delaware
limited liability company, Debtor(s) Case No. _____
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Roy Dekel, declare under penalty of perjury that I am a Director and Chief Executive Officer of Diverse Financial Corporation, the managing member ("Member") of DF REAL ESTATE PARTNERS, LLC.

I have determined that it is in the best interest of DF Real Estate Partners, LLC, a Delaware limited liability company, to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code. As the CEO of the Manager, I have authorized and directed the filing of a chapter 11 voluntary bankruptcy case on behalf of DF Real Estate Partners, LLC. Also, as Director and CEO of Diverse Financial Corporation, Manager of DF Real Estate Partners, LLC, I will appear in all necessary bankruptcy proceedings on behalf of DF Real Estate Partners, LLC, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of DF Real Estate Partners, LLC, in connection with such bankruptcy case.

DF Real Estate Partners, LLC, is authorized and directed to employ Smiley Wang-Ekvall, LLP, as attorneys to represent DF Real Estate Partners, LLC, in such bankruptcy case and to seek the employment of Robert Mosier of Mosier & Company as the Chief Restructuring Officer.

Date February 25, 2015

Signed /s/ Roy Dekel
Roy Dekel