

United States Bankruptcy Court

Northern District of California

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Richmond Yacht Harbor, Ltd.	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): AKA Channel Marina Yacht Harbor	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) 68-0113542	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): LRG Capital Building 851 Irwin Street, Suite 300 San Rafael, CA <div style="text-align: right;">ZIP Code 94901</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Marin	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): 320 West Cutting Boulevard Richmond, CA 94804	

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 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 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).	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 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.
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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 checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <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. Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div> Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input checked="" type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div> Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Richmond Yacht Harbor, Ltd.**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.)

☐ 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 a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included 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(l)).

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

Name of Debtor(s):

Richmond Yacht Harbor, Ltd.**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 Attorney*

X /s/ Iain A. Macdonald
Signature of Attorney for Debtor(s)

Iain A. Macdonald 051073
Printed Name of Attorney for Debtor(s)

Macdonald & Associates
Firm Name
221 Sansome St.
San Francisco, CA 94104

Address

(415) 362-0449 Fax: (415) 394-5544
Telephone Number

November 23, 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 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/ Sara A. Simmons
Signature of Authorized Individual

Sara A. Simmons
Printed Name of Authorized Individual

President
Title of Authorized Individual

November 23, 2011
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 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.

United States Bankruptcy Court
Northern District of California

In re Richmond Yacht Harbor, Ltd.

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) <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>
East Bay Municipal Utility District PO Box 1000 Oakland, CA 94649-0001	East Bay Municipal Utility District PO Box 1000 Oakland, CA 94649-0001 1-866-40-EBMUD	Water		99.88
Ken Callan Coates Accountancy Corporation 2300 Contra Costa Boulevard, Suite 220 Pleasant Hill, CA 94523-3966	Ken Callan Coates Accountancy Corporation 2300 Contra Costa Boulevard, Suite 220 Pleasant Hill, CA 94523-3966 (925) 685-2911	Preparation of Tax Returns		1,970.00
McQuaid Bedford & Van Zandt, LLP PO Box 2187 Sonoma, CA 95476	McQuaid Bedford & Van Zandt, LLP PO Box 2187 Sonoma, CA 95476 (415) 905-0200	Attorney's Fees (Contract Dispute re Purchase of Marina)		51,706.71
Norma Simmons c/o 2606 Yuba Street El Cerrito, CA 94530	Norma Simmons c/o 2606 Yuba Street El Cerrito, CA 94530 (510) 757-8682	Services re Richmond Yacht Harbor, Ltd.		Unknown
Sara A. Simmons LRG Capital Building 851 Irwin Street, Suite 300 San Rafael, CA 94901	Sara A. Simmons LRG Capital Building 851 Irwin Street, Suite 300 San Rafael, CA 94901 (415) 625-0212	Advances to pay various debts, including taxes and attorney's fees		45,815.00
Tour-Sarkissian Law Offices 211 Gough Street, Third Floor San Francisco, CA 94102	Tour-Sarkissian Law Offices 211 Gough Street, Third Floor San Francisco, CA 94102 (415) 626-7744	Attorney's Fees (Elder Abuse & Recission Action)		Unknown

In re **Richmond Yacht Harbor, Ltd.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

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

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

Date **November 23, 2011**Signature **/s/ Sara A. Simmons**

Sara A. Simmons
President

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

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

In re **Richmond Yacht Harbor, Ltd.**

Debtor(s)

Case No.

Chapter

11

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of **2** sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **November 23, 2011**

/s/ Iain A. Macdonald

Signature of Attorney

Iain A. Macdonald 051073

Macdonald & Associates

221 Sansome St.

San Francisco, CA 94104

(415) 362-0449 Fax: (415) 394-5544

BAR-K, Inc.
c/o Gold Mountain Financial Institution
201 Lafayette Circle
Lafayette, CA 94549

East Bay Municipal Utility District
PO Box 1000
Oakland, CA 94649-0001

Gold Mountain Financial
Institution, Inc.
201 Lafayette Circle
Lafayette, CA 94549

Ken Callan
Coates Accountancy Corporation
2300 Contra Costa Boulevard, Suite 220
Pleasant Hill, CA 94523-3966

Lend, Inc.
c/o Gold Mountain Financial Institution
201 Lafayette Circle
Lafayette, CA 94549

Lown, LLC
c/o Gold Mountain Financial Institution
201 Lafayette Circle
Lafayette, CA 94549

McQuaid Bedford & Van Zandt, LLP
PO Box 2187
Sonoma, CA 95476

Norma Simmons
c/o 2606 Yuba Street
El Cerrito, CA 94530

R.E. Loans, LLC
c/o Gold Mountain Financial Institution
201 Lafayette Circle
Lafayette, CA 94549

Sara A. Simmons
LRG Capital Building
851 Irwin Street, Suite 300
San Rafael, CA 94901

Tour-Sarkissian Law Offices
211 Gough Street, Third Floor
San Francisco, CA 94102

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

In re **Richmond Yacht Harbor, Ltd.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

☒ None [*Check if applicable*]

November 23, 2011

Date

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Signature of Attorney or Litigant

Counsel for **Richmond Yacht Harbor, Ltd.**

Macdonald & Associates

221 Sansome St.

San Francisco, CA 94104

(415) 362-0449 Fax:(415) 394-5544

United States Bankruptcy Court
Northern District of California

In re Richmond Yacht Harbor, Ltd.

Debtor(s)

Case No.

Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Sara A. Simmons, declare under penalty of perjury that I am the President of RICHMOND YACHT HARBOR, LTD., a California corporation, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said Corporation at a special meeting duly called and held on the 23rd day of November, 2011.

"WHEREAS, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

BE IT THEREFORE RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a voluntary chapter 11 petition on behalf of this Corporation; and

BE IT FURTHER RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of this Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of this Corporation in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to employ Iain A. Macdonald, attorney, and the law firm of Macdonald & Associates to represent this Corporation in such bankruptcy case."

Date

11/23/2011

Signed

Sara A. Simmons

Sara A. Simmons, President
Richmond Yacht Harbor, Ltd.

United States Bankruptcy Court
Northern District of California

In re RICHMOND YACHT HARBOR, LTD.

Debtor(s)

Case No. _____

Chapter 11

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

A special meeting of the Board of Directors of RICHMOND YACHT HARBOR, LTD., a California corporation, was held on November 23, 2011, at San Rafael, California. The following Directors were present at the meeting:

SARA A. SIMMONS
JORDAN A. SIMMONS
AS ATTORNEY IN FACT FOR
NORMA SIMMONS, DIRECTOR

PRESIDENT - PERSONAL
DIRECTOR - VIA ATTENDANCE
TELEPHONIC
APPEARANCE

The following persons also were present at the meeting:

The President called the meeting to order and announced that the meeting was held pursuant to written waiver of notice and consent to the holding of the meeting. The waiver and consent was presented to the meeting and, on a motion duly made, seconded, and carried, was made a part of the records and ordered inserted in the minutes book immediately preceding the records of this meeting. It was then moved, seconded, and resolved to dispense with the reading of the minutes of the last meeting. Upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

WHEREAS, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

BE IT THEREFORE RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of voluntary chapter 11 petition on behalf of this Corporation; and

BE IT FURTHER RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of this Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of this Corporation in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED, that Sara A. Simmons, President of this Corporation, is authorized and directed to employ Iain A. Macdonald, attorney, and the law firm of Macdonald & Associates to represent this Corporation in such bankruptcy case.

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

Date

11/23/2011

Signed

Sara A. Simmons
Secretary

United States Bankruptcy Court
Northern District of California

In re RICHMOND YACHT HARBOR, LTD.

Debtor(s)

Case No.

Chapter

11

**WAIVER OF NOTICE AND CONSENT TO HOLDING OF
SPECIAL MEETING OF BOARD OF DIRECTORS**

The undersigned, members of the Board of Directors of RICHMOND YACHT HARBOR, LTD., a California corporation, hereby waive notice of and consent to the holding of a special meeting of the Board of Directors on the 23rd day of November, 2011, at San Rafael, California, and agree that any business transacted at that meeting shall be as valid and legal and have the same force and effect as though that meeting were held after notice duly given.

Date 11/23/2011

Signed BARA A. SIMMONS

Date 11/23/2011

Signed JORDAN A. SIMMONS, DIRECTED AS
ATTORNEY IN FACT FOR NADIA SIMMONS,
BY AUTHORITY OF JORDAN SIMMONS,
BARA A. SIMMONS

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____

Date _____

Signed _____