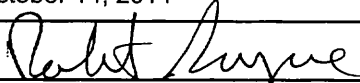


Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

[Caption as in Form 16B]

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.

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Tahoe Skiers, LLC c/o Law Offices of George Eshoo 702 Marshall Street Redwood City, CA 94063	George P. Eshoo, Esq. (650) 364-7030	Real property loan		\$2,800,000; security worth \$6,500,000
Monica Blake P. O. Box 475233 San Francisco, CA 94147	Monica Blake (415) 995-2515	Consulting services`		\$759,000
Robert Sprague Law Offices of Robert Sprague 3701 Sacramento Street, Suite 292 San Francisco, CA 94118	Robert Sprague (415) 932-8977	State court litigation services		\$323,000
City Life Properties c/o Fox Rothschild LLP (Attn: Peter Ryan) 855 Front St San Francisco, CA 94111	Peter Ryan (415) (415) 781-4400	contract	disputed	unknown
Jonathan Fried P. O. Box 475222 San Francisco, CA 94147	c/o Ian Kelley, Esq. (415) (415) 581-0889	executory contract.	contingent upon sale or refinance of the hotel	\$388,000
Frank Myers 4258 Pacifico Lane Las Vegas, NV 89135	Frank Myers (702) 360-6201	indemnity and reimbursement	quantum meruit for construction expenses	\$576,000
Peter Bonis Law Offices of Peter H. Bonis 1990 N. California Blvd., 8th Floor Walnut Creek, CA 94596	Peter Bonis (925) 287-6428	state court litigation services	unknown, partially disputed	unknown
George Wolff Wolff Law Office 505 Sansome St., Suite 1525 San Francisco, CA 94126	George Wolff (415) 788-1881	state court litigation services	unknown, disputed	unknown
Matthew Wertheim 2135 Lombard St San Francisco, CA 94123	Matthew Wertheim (415) 775-8950	state court litigation services	unknown, disputed	unknown

Date: October 14, 2014

 Debtor

[Declaration as in Form 2]

In re PLACE OF FRANK'S, LLC	Case No.:
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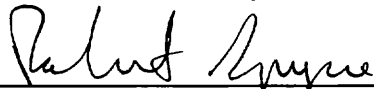
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Jana Huiskén The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoyment	disputed	\$375,000
Christopher Ashe The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Lutrece Davis The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoyment	disputed	\$375,000
Attema Koeler The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Immatine Boldo The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Dennis Wolfe The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Brandon Jerez The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Tiffany Garvey c/o Hooshmand Law Firm 22 Battery Street, Suite 610 San Francisco, CA 94111	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Paul Garrido The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoyment	disputed	\$375,000
Desiree Harris The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoymen	disputed	\$375,000
Kurt Edwards The Phillips Hotel 201 Ninth Street San Francisco, CA 94103	Mark Hooshmand, Esq. (415) 318-5709	breach of covenant of quiet enjoyment	disputed	\$375,000

**Declaration Under Penalty of Perjury
on Behalf of a Corporation or Partnership**

I, (the president or other officer or an authorized agent of the corporation) (or a member or an authorized agent of the partnership) named as the debtor in this case, declare under penalty of perjury that I have read the foregoing (list or schedule or amendment or other document (describe) and that it is true and correct to the best of my information and belief.

Date: October 14, 2014


Debtor