

**B1 (Official Form 1) (1/08)**

<b>United States Bankruptcy Court Southern District of California</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Pennbeech 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):		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>02-0787008</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. & Street, City, State & Zip Code): <b>1057 Sycamore Avenue Vista, CA</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE <b>92081</b>		ZIPCODE
County of Residence or of the Principal Place of Business: <b>San Diego</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):
ZIPCODE		ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>1045 East Pennsylvania Avenue, Escondido, CA</b>		
ZIPCODE <b>92025</b>		
<p style="text-align: center;"><b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)</p> <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/>	<p style="text-align: center;"><b>Nature of Business</b> (Check <b>one</b> box.)</p> <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/> <p style="text-align: center;"><b>Tax-Exempt Entity</b> (Check box, if applicable.)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p style="text-align: center;"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)</p> <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 <hr/> <p style="text-align: center;"><b>Nature of Debts</b> (Check one box.)</p> <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.
<p style="text-align: center;"><b>Filing Fee</b> (Check one box)</p> <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.		<p style="text-align: center;"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <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). <p><b>Check if:</b></p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. <hr/> <p><b>Check all applicable boxes:</b></p> <input type="checkbox"/> A plan is being filed with this petition <input checked="" 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).
<p><b>Statistical/Administrative Information</b></p> <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.		<p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>
<p>Estimated Number of Creditors</p> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <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		
<p>Estimated Assets</p> <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		
<p>Estimated Liabilities</p> <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		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Pennbeece LLC</b>	
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>None</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 § 342(b) of the Bankruptcy Code.</p> <p style="text-align: center;"><b>X</b> _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span></p>		
<b>Exhibit C</b>			
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			
<b>Exhibit D</b>			
(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 a made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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 or lessor that obtained judgment)			
_____			
(Address of landlord or lessor)			
<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 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.			
<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):  
**Pennbeece 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 State 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/ Michael Lusby  
Signature of Attorney for Debtor(s)

**Michael Lusby 174886**  
**Law Office of Michael Lusby**  
**2182 El Camino Real #205**  
**Oceanside, CA 92054**  
**(760) 716-4291 Fax: (760) 454-4589**  
**lusbyml@cox.net**

July 6, 2009  
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); 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 \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

\_\_\_\_\_  
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 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/ Massood Gaskari  
Signature of Authorized Individual

**Massood Gaskari**  
Printed Name of Authorized Individual

**Managing Member**  
Title of Authorized Individual

July 6, 2009  
Date

Form B1, Exh.A (9/97)

**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 \_\_\_\_\_.

2. The following financial data is the latest available information and refers to the debtor's condition on \_\_\_\_\_.

a. Total assets \$ \_\_\_\_\_

b. Total debts (including debts listed in 2.c., below) \$ \_\_\_\_\_

Approximate  
number of  
holders

c. Debt securities held by more than 500 holders.

secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____

d. Number of shares of preferred stock \_\_\_\_\_

e. Number of shares common stock \_\_\_\_\_

Comments, if any: \_\_\_\_\_

3. Brief description of debtor's business: \_\_\_\_\_

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:

**Form B1, Exhibit C  
(9/01)**

Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

# PENNBEECH LLC

## UNANIMOUS RESOLUTION OF MEMBERS

The undersigned, constituting all the members of PENNBEECH LLC hereby resolve:

To file for protection under Chapter 11 of the Bankruptcy Code to reorganize itself and to authorize the hiring of attorneys and professionals to effect the reorganization.

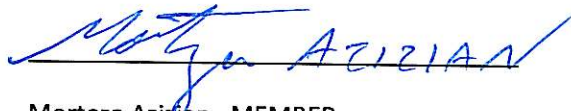
Date: 7/15/09



\_\_\_\_\_

Massood Gaskari, MEMBER

Date: 7/05/09



\_\_\_\_\_

Morteza Azizian, MEMBER

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

IN RE:

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

Pennbeech LLC

Chapter 11

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
<b>Kimmel Construction 642 Vale View Drive Vista, CA 92081</b>	<b>David Kimmell</b>	<b>Trade debt</b>	<b>Disputed</b>	<b>546,864.00</b>
<b>Sunbelt rental 1818 Mission Rd. Escondido, CA 92028</b>	<b>(858) 614-0071</b>	<b>Trade debt</b>		<b>38,424.06</b>
<b>J &amp; B Material 1996 Don Lee Place Escondido, CA 92029</b>	<b>(760) 746-0531</b>	<b>Trade debt</b>		<b>30,629.99</b>
<b>HD Supply Waterworks 1560 W. Linda Vista Dr. San Marcos, CA 92069</b>	<b>(760) 744-5600</b>	<b>Trade debt</b>		<b>26,401.55</b>
<b>Allied Trench Shoring Po Box 4190 Fullerton, CA 92634</b>		<b>Trade debt</b>	<b>Disputed</b>	<b>20,775.00</b>
<b>Electric Sales</b>		<b>Trade debt</b>	<b>Disputed</b>	<b>15,408.76</b>
<b>John Engle 1046 S. Cleveland St. Suite #3 Oceanside, CA 92054</b>		<b>Trade debt</b>		<b>7,272.01</b>
<b>Hirsch Pipe &amp; Supply 1455 Linda Vista Dr San Marcos, CA 92078</b>	<b>(760) 761-4800</b>	<b>Trade debt</b>		<b>6,697.68</b>
<b>Pinetree Lumber 707 Andreasen Escondido, CA 92029</b>		<b>Trade debt</b>	<b>Disputed Subject to Setoff</b>	<b>5,456.35</b>
<b>Orco Construction PO Box 39000 San Francisco, CA 94139</b>	<b>(888) 888-9580</b>	<b>Trade debt</b>		<b>5,202.61</b>
<b>Coast equipment 333 S Juniper Suite 102 Escondido, CA 92025</b>		<b>Trade debt</b>	<b>Disputed</b>	<b>5,058.60</b>
<b>Diamond Concrete Products 6311 Smokey Point Blvd. Marysville, WA 98271</b>	<b>(360) 659-6277</b>	<b>Trade debt</b>		<b>5,020.50</b>
<b>A Glasco</b>		<b>Trade debt</b>	<b>Disputed</b>	<b>4,450.00</b>
<b>Gary Naughton 2182 El Camino Real # 212 Oceanside, CA 92054</b>				<b>3,500.00</b>

Consolidated Electrical 2160 Meyers Ave. Escondido, CA	(760) 747-2900	Trade debt	2,856.60
Air gas 1415 Grand Avenue San Marcos, CA 92708	(760) 744-1472	Trade debt	1,947.01
City Of Escondido		Trade debt	1,575.10
USI OF SAN DIEGO		Trade debt	1,396.00
RJ Kates 8275 Vickers St. San Diego, CA 92111	(858) 565-6960	Trade debt	1,095.39
Rick Post welding 3863 Sumac Summit Fallbrook, CA 92028	(760) 598-1186	Trade debt	871.82

**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 and that it is true and correct to the best of my information and belief.

Date: July 6, 2009 Signature: /s/ Massood Gaskari

Massood Gaskari, Managing Member

(Print Name and Title)



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

IN RE:

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

Pennbeech LLC

Chapter 11

Debtor(s)

**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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 4,000,000.00		
B - Personal Property	Yes	3	\$ 63,000.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$ 2,344,382.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 1,575.10	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		\$ 1,609,821.35	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
<b>TOTAL</b>		<b>18</b>	\$ 4,063,000.00	\$ 3,955,778.45	

**IN RE Pennbeech LLC**

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

Debtor(s)

(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 cotenant, 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 the 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
An unfinished commercial building at 1045 East Pennsylvania, Escondido, CA 92025	Fee Simple		4,000,000.00	2,364,849.36

**TOTAL 4,000,000.00**

(Report also on Summary of Schedules)

IN RE Pennbeeche LLC

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

Debtor(s) \_\_\_\_\_

(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 the 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	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand. 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. 3. Security deposits with public utilities, telephone companies, landlords, and others. 4. Household goods and furnishings, include audio, video, and computer equipment. 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. 6. Wearing apparel. 7. Furs and jewelry. 8. Firearms and sports, photographic, and other hobby equipment. 9. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. 10. Annuities. Itemize and name each issue. 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).) 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. 13. Stock and interests in incorporated and unincorporated businesses. Itemize. 14. Interests in partnerships or joint ventures. Itemize.	X    X  X  X  X X X  X  X  X  X	Cash on deposit with creditor bank		63,000.00

IN RE Pennbeech LLC

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

Debtor(s) \_\_\_\_\_

(If known)

**SCHEDULE B - PERSONAL PROPERTY  
(Continuation Sheet)**

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, 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 of 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 to setoff claims. Give estimated value of each.		<b>Claims against Kimmel Construction for negligence and breach of Contract</b>		<b>unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
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			

B6B (Official Form 6B) (12/07) - Cont.

IN RE Pennbeech LLC

Debtor(s)

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

(If known)

**SCHEDULE B - PERSONAL PROPERTY  
(Continuation Sheet)**

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements. 34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X X			
<b>TOTAL</b>				<b>63,000.00</b>

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0 continuation sheets attached

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

B6C (Official Form 6C) (12/07)

IN RE Pennbeech LLC

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

Debtor(s)

(If known)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

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

Check if debtor claims a homestead exemption that exceeds \$136,875.

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

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
<b>Not Applicable</b>			

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

IN RE Pennbeech LLC

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

Debtor(s) \_\_\_\_\_

(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 the 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 the 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 AND 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. <b>Pacific Coast National Bank</b> <b>499 North El Camino Real, Suite C-100</b> <b>Encinitas, CA 92024</b>		<b>Construction financing</b>  VALUE \$ <b>4,000,000.00</b>				<b>2,344,382.00</b>	
ACCOUNT NO.		VALUE \$					
ACCOUNT NO.		VALUE \$					
ACCOUNT NO.		VALUE \$					

0 continuation sheets attached

Subtotal  
(Total of this page) \$ **2,344,382.00** \$

Total  
(Use only on last page) \$ **2,344,382.00** \$

(Report also on Summary of Schedules.)

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

B6E (Official Form 6E) (12/07)

IN RE Pennbeech LLC

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

Debtor(s)

(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 the 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 \$10,950\* 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).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* 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 \$2,425\* 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 April 1, 2010, 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) (12/07) - Cont.

IN RE Pennbeeche LLC

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

Debtor(s)

(If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
**(Continuation Sheet)**

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

(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		AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
			UNLIQUIDATED	DISPUTED			
ACCOUNT NO. <b>City Of Escondido</b>		<b>Provision of material and labor 1/2009</b>			<b>1,575.10</b>	<b>1,575.10</b>	
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							

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

Subtotal  
 (Totals of this page)

\$	<b>1,575.10</b>	\$	<b>1,575.10</b>	\$	
----	-----------------	----	-----------------	----	--

Total

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

\$	<b>1,575.10</b>				
----	-----------------	--	--	--	--

Total

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

		\$	<b>1,575.10</b>	\$	
--	--	----	-----------------	----	--

B6F (Official Form 6F) (12/07)

IN RE Pennbeech LLC

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

Debtor(s)

(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 the 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 nonpriority 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. <b>A Glasco</b>		<b>Provision of material and labor 1/2009</b>			<b>X</b>	<b>4,450.00</b>
ACCOUNT NO. <b>Air gas 1415 Grand Avenue San Marcos, CA 92708</b>		<b>Provision of material and labor 1/2009</b>				<b>1,947.01</b>
ACCOUNT NO. <b>Allied Trench Shoring Po Box 4190 Fullerton, CA 92634</b>		<b>Provision of material and labor 1/2009 Mechanics lien filed</b>			<b>X</b>	<b>20,775.00</b>
ACCOUNT NO. <b>Ciremele Surveying 164 S. Escondido Ave Escondido, CA</b>		<b>Provision of material and labor 1/2009</b>				<b>680.00</b>

6 continuation sheets attached

Subtotal  
(Total of this page) \$ **27,852.01**

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

\$

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

IN RE Pennbeech LLC

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

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>Civil Engineering Design Group 1057 Sycamore Vista, CA 92081</b>		<b>1/2008 to present for plans and design</b>				<b>184,650.00</b>
ACCOUNT NO. <b>Coast equipment 333 S Juniper Suite 102 Escondido, CA 92025</b>		<b>Provision of material and labor 1/2009;Mechanics lien filed</b>		<b>X</b>		<b>5,058.60</b>
ACCOUNT NO. <b>Consolidated Electrical 2160 Meyers Ave. Escondido, CA</b>		<b>Provision of material and labor 1/2009</b>				<b>2,856.60</b>
ACCOUNT NO. <b>Diamond Concrete Products 6311 Smokey Point Blvd. Marysville, WA 98271</b>		<b>Provision of material and labor 1/2009</b>				<b>5,020.50</b>
ACCOUNT NO. <b>Dixieline Lumber Company</b>		<b>Provision of material and labor 1/2009</b>				<b>0.00</b>
ACCOUNT NO. <b>El Camino Rental 615 E. Mission Rd. San Marcos, CA</b>		<b>Provision of material and labor 1/2009</b>				<b>185.85</b>
ACCOUNT NO. <b>Electric Sales</b>		<b>Provision of material and labor 1/2009; Mechanics lien filed</b>		<b>X</b>		<b>15,408.76</b>

Sheet no. 1 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **213,180.31**

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

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

IN RE Pennbeech LLC

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

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>Escondido Disposal 1044 W. Washington Ave. Escondido, CA 92033</b>		<b>Provision of material and labor 1/2009</b>				<b>100.00</b>
ACCOUNT NO. <b>Ferguson Enterprises 2750 S. Towne Ave. Pomona, CA 91766</b>		<b>Provision of material and labor 1/2009</b>				<b>420.16</b>
ACCOUNT NO. <b>Free Builders Supply 1530 Linda Vista Dr. San Marcos, CA 92078</b>		<b>Provision of material and labor 1/2009</b>				<b>0.00</b>
ACCOUNT NO. <b>Gary Naughton 2182 El Camino Real # 212 Oceanside, CA 92054</b>		<b>12/ 2009 to 6/2009 for legal services to LLC</b>				<b>3,500.00</b>
ACCOUNT NO. <b>HD Supply Waterworks 1560 W. Linda Vista Dr. San Marcos, CA 92069</b>		<b>Provision of material and labor 1/2009; Mechanics lien filed</b>				<b>26,401.55</b>
ACCOUNT NO. <b>Hirsch Pipe &amp; Supply 1455 Linda Vista Dr San Marcos, CA 92078</b>		<b>Provision of material and labor 1/2009</b>				<b>6,697.68</b>
ACCOUNT NO. <b>Hub Construction Specialties Inc PO Box 1269 San Bernardino, CA 92402-126</b>						<b>Unknown</b>

Sheet no. 2 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **37,119.39**

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

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

IN RE Pennbeech LLC

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

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>J &amp; B Material</b> <b>1996 Don Lee Place</b> <b>Escondido, CA 92029</b>		<b>Provision of material and labor 1/2009;Mechanics lien filed</b>				<b>30,629.99</b>
ACCOUNT NO. <b>John Engle</b> <b>1046 S. Cleveland St. Suite #3</b> <b>Oceanside, CA 92054</b>		<b>Provision of material and labor 1/2009</b>				<b>7,272.01</b>
ACCOUNT NO. <b>Kimmel Construction</b> <b>642 Vale View Drive</b> <b>Vista, CA 92081</b>		<b>General Contractor who was fired and caused damages. Lien filed 3 12 2009</b>			<b>X</b>	<b>546,864.00</b>
ACCOUNT NO. <b>KNIGHT SECURITY &amp; FIRE SYSTEM</b> <b>535 STATE PLACE</b> <b>Escondido, CA 92019</b>		<b>Construction material and services</b>				<b>unknown</b>
ACCOUNT NO. <b>Masood Gaskari</b> <b>1057 Sycamore</b> <b>Vista, CA 92081</b>		<b>Claim for cash inot LLC for land purchase, money on deposit and managment fee 1/2008</b>				<b>406,149.00</b>
ACCOUNT NO. <b>MK CONST</b> <b>460 CORPORATE DR. SUITE. "B"</b> <b>Escondido, CA 92029</b>		<b>Construction services and material</b>				<b>unknown</b>
ACCOUNT NO. <b>Mobile Mini LLC</b> <b>7420 S. Kyrene Rd. Suite #101</b> <b>Temple, 85283</b>						<b>Unknown</b>

Sheet no. 3 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **990,915.00**

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

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

IN RE Pennbeech LLC

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

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>Morteza Azizian 1057 Sycamoreeet Vista, CA 92081</b>		<b>1/2008 the insider paid in cash for the land, operating expenses</b>				<b>288,006.00</b>
ACCOUNT NO. <b>Orco Construction PO Box 39000 San Francisco, CA 94139</b>		<b>Provision of material and labor 1/2009</b>				<b>5,202.61</b>
ACCOUNT NO. <b>Patriot Roofing 2131 Las Palmas Dr. Suite# E Carlsbad, CA 92011</b>		<b>Provision of material and labor 1/2009</b>				<b>0.00</b>
ACCOUNT NO. <b>Pinetree Lumber 707 Andreasen Escondido, CA 92029</b>		<b>MATERIAL AND SERVICES. LIEN FILED 12/2/2008 Subject to Setoff</b>		X		<b>5,456.35</b>
ACCOUNT NO. <b>R J Kates Welding Equipment 8275 Vickers St. San Diego, 92111-2106</b>		<b>Construction material and services</b>				<b>Unknown</b>
ACCOUNT NO. <b>RELIABLE SERVICE CO 324 COOGAN WAY El Cajon, CA 92020</b>		<b>Construction services and material</b>				<b>unknown</b>
ACCOUNT NO. <b>Rick Post welding 3863 Sumac Summit Fallbrook, CA 92028</b>		<b>Provision of material and labor 1/2009</b>				<b>871.82</b>

Sheet no. 4 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **299,536.78**

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

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

IN RE Pennbeech LLC

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

Debtor(s) \_\_\_\_\_

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>RJ Kates</b> <b>8275 Vickers St.</b> <b>San Diego, CA 92111</b>		<b>Provision of material and labor 1/2009</b>				<b>1,095.39</b>
ACCOUNT NO. <b>Spanky's Portable Service</b> <b>1925 Palomar Oaks Way Suite#204</b> <b>Carlsbad, CA 92008</b>		<b>Provision of material and labor 1/2009</b>				<b>243.21</b>
ACCOUNT NO. <b>Sunbelt rental</b> <b>1818 Mission Rd.</b> <b>Escondido, CA 92028</b>		<b>Provision of material and labor 1/2009; Mechanics lien filed</b>				<b>38,424.06</b>
ACCOUNT NO. <b>Sunrise Material</b> <b>1112 S. Santa Fe.</b> <b>Vista, 92084</b>						<b>0.00</b>
ACCOUNT NO. <b>THYSSENKRUPP ELEVATOR</b> <b>2455 E. PARLEY WAY, SUITE "110"</b> <b>Salt Lake City, UT 84109</b>		<b>Material and services</b>				<b>0.00</b>
ACCOUNT NO. <b>Traffic Control Service</b> <b>1818 E. Orangethorpe Ave.</b> <b>Fullerton, CA 92834</b>		<b>Construction material and services; Mechanics lien filed</b>				<b>unknown</b>
ACCOUNT NO. <b>United Site Service</b> <b>2408 Hillcap Ave.</b> <b>San Diego, CA 95183</b>		<b>Provision of material and labor 1/2009</b>				<b>59.20</b>

Sheet no. 5 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **39,821.86**

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

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

IN RE Pennbeech LLC

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

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>USI OF SAN DIEGO</b>						<b>1,396.00</b>
ACCOUNT NO. <b>Vanguard Fire Protection Vanguard Fire Protection Vista, CA 92081</b>		<b>Provision of material and labor 1/2009</b>				<b>unknown</b>
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						

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Sheet no. **6** of **6** continuation sheets attached to  
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
 (Total of this page) \$ **1,396.00**

Total  
 (Use only on last page of the completed Schedule F. Report also on  
 the Summary of Schedules, and if applicable, on the Statistical  
 Summary of Certain Liabilities and Related Data.) \$ **1,609,821.35**



B6G (Official Form 6G) (12/07)

IN RE Pennbeech LLC

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

Debtor(s)

(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.
<b>Allied Trench Service:</b> PO Box 4180 Fullerton, 92834	<b>Construction Services</b>
Air gas West 1415 Grand Avenue San Marcos, CA 0.92078	<b>Construction Services</b>
Ciremele Surveying 164 S. Escondido Ave. Escondido, CA 0.92025	<b>Construction Services</b>
Consolidated Electrical 2160 Meyers Ave .Escondido, 92029	<b>Construction Services</b>
Diamond Concrete Products 6311 Smokey Point Blvd. Marysville, 98271	<b>Construction Services</b>
El Camino Rental 615 E. Mission Rd. San Marcos, CA 0.92069	<b>Construction Services</b>
Escondido Disposal 1044 W. Washington Ave .Escondido, 92033-1818	<b>Construction Services</b>
Ferguson Enterprises 2750 S. Towne Ave. Pomona, CA 91766-0000	<b>Construction Services</b>
Free Builders Supply 1530 Linda Vista Dr San Marcos, CA 92078	<b>Construction Services</b>
HD Supply Waterworks 1560 W. Linda Vista Dr. San Marcos, 92069	<b>Construction Services</b>
Hirsch Pipe Supply 1455 Linda Vista Dr .San Marcos, CA 92078	<b>Construction Services</b>
Hub Construction Specialties Inc PO Box 1269 San Bernardino, CA 92402-126	<b>Construction Services</b>
J & B Material Inc. 1996 Don Lee Place Escondido, 92029	<b>Construction Services</b>
John Engel 1046 S. Cleveland St. Suite #3 Oceanside, 92054	<b>Construction Services</b>
Mobile Mini LLC 7420 S. Kyrene Rd. Suite #101 Tempe, 85283	<b>Construction Services</b>
Orco Contruction PO Box 39000 San Francisco, 94139-5891	<b>Construction Services</b>

B6G (Official Form 6G) (12/07) - Cont.

IN RE Pennbeech LLC

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

Debtor(s)

(If known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
**(Continuation Sheet)**

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.
<b>Patriot Roofing</b> <b>2131 Las Palmas Dr. Suite# E</b> <b>Carlsbad, 92011</b>	<b>Construction Services</b>
<b>R J Kates Welding Equipment</b> <b>8275 Vickers St.</b> <b>San Diego, 92111-2106</b>	<b>Construction Services</b>
<b>Rick Post Welding</b> <b>3863 Sumac Summit</b> <b>Fallbrook, 92028</b>	<b>Construction Services</b>
<b>Spanky's Portable Service</b> <b>1925 Palomar Oaks Way Suite#204</b> <b>Carlsbad, 92008</b>	<b>Construction Services</b>
<b>Sunbelt Rental</b> <b>1818 Mission Rd</b> <b>.Escondido, 92029</b>	<b>Construction Services</b>
<b>Sunrise Material</b> <b>1112 S. Santa Fe.</b> <b>Vista, 92084</b>	<b>Construction Services</b>
<b>Traffic Control Service</b> <b>1818 E. Orangethorpe Ave.</b> <b>Fullerton, 92834-5324</b>	<b>Construction Services</b>
<b>United Site Sevrice</b> <b>2408 Hillcap Ave</b> <b>San Jose, 95136</b>	<b>Construction Services</b>
<b>Vanguard Fire Protection</b> <b>925 Poinsettia Ave. Suite 11</b> <b>Vista., CA . 92081</b>	<b>Construction Services</b>
<b>Civil Engineering Design Group</b> <b>1057 Sycamore</b> <b>Vista, CA 92081</b>	<b>Continued contract for construction related services</b>
<b>Free Builders Supply</b> <b>1530 Linda Vista Dr.</b> <b>San Marcos, CA 92078</b>	<b>Continued contract for construction related services</b>
<b>Patriot Roofing</b> <b>2131 Las Palmas Dr. Suite# E</b> <b>Carlsbad, CA 92011</b>	<b>Continued contract for construction related services</b>

B6H (Official Form 6H) (12/07)

IN RE Pennbeech LLC

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

Debtor(s)

(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 the 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. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

IN RE Pennbeech LLC

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

Debtor(s)

(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(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 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 the 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 provision 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 CORPORATION OR PARTNERSHIP

I, the Managing Member \_\_\_\_\_ (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the Pennbeech 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 19 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: July 6, 2009 Signature: /s/ Massood Gaskari

Massood Gaskari

(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.

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

IN RE:

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

Pennbeech LLC

Chapter 11

Debtor(s)

**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

**0.00 The debtor has no income for any calendar year**

**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, 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.)

**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

- None  *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 credit 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.)

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 \$5,475. 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.)

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.)

**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
<b>Pacific Coast National Bank</b>	<b>Foreclosure</b>	<b>Superior Court of California. Vista</b>	<b>Served, but not answered or defaulted.</b>

**This is the suit by the primary lender**

<b>J&amp;B Materials v Kimmel et al, 37-2009-00051240</b>	<b>Foreclosure of Mechanis lien</b>	<b>Superior COurt of Ca, Vista, Ca</b>	<b>pending</b>
<b>Traffic COnTrol v Kimmelll 37-2009-00054103</b>	<b>Foreclosure of Lien</b>	<b>Superior COurt Vists</b>	<b>pending</b>

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.)

**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.)

**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 joint petition is not filed.)

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.)

**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.)

**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.)

**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 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
<b>Law Office Of Michael Lusby</b> <b>2182 El Camino Real # 205</b> <b>Oceanside, CA 92054</b>	<b>6/26/2009</b>	<b>4,000.00</b>

**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.)

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.

**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 or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**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.)

**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.)

**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

**15. Prior address of debtor**

None  If debtor has moved within **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.

**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.

**17. Environmental Information**

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.



None  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  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.

**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, partner in a partnership, sole proprietor, 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 **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 **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 **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS  
OF SOCIAL-  
SECURITY OR OTHER  
INDIVIDUAL  
TAXPAYER-I.D. NO.  
(ITIN)/COMPLETE EIN

NAME	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	---------	--------------------	----------------------------

**PennBeech LLC**

None  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.

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 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 self-employed in a trade, profession, or other activity, either full- or part-time.

*(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, records 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.

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.

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.

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 the case by the debtor.

**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.

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.



United States Bankruptcy Court  
Southern District of California

IN RE:

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

**Pennbeech LLC**

Chapter **11**

Debtor(s)

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 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 ..... \$ 200.00/hr

Prior to the filing of this statement I have received ..... \$ 4,000.00

Balance Due ..... \$ \_\_\_\_\_

2. The source of the 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 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, statement 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;~~
- e. [Other provisions as needed]

**The retainer agreement called for the payment of \$ 10,000 total including the filing fees. The balance of the retainer is being sent via wire transfer at the time of filing**

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

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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 this bankruptcy proceeding.

**July 6, 2009**

Date

**/s/ Michael Lusby**

Michael Lusby 174886  
Law Office of Michael Lusby  
2182 El Camino Real #205  
Oceanside, CA 92054  
(760) 716-4291 Fax: (760) 454-4589  
lusbyml@cox.net

**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.

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
<b>Massood Gaskari</b>		<b>50%</b>
<b>Morteza Azizian</b>		

**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.

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.

**23. Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or 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.

**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 **six years** immediately preceding the commencement of the case.

**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 **six years** immediately preceding the commencement of the case.

*[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: July 6, 2009 Signature: /s/ Massood Gaskari

**Massood Gaskari, Managing Member**

Print Name and Title

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

0 continuation pages 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.

United States Bankruptcy Court  
Southern District of California

IN RE:

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

**Pennbeech LLC**

Chapter **11**

Debtor(s)

**VERIFICATION OF CREDITOR MATRIX**

PART I (check and complete one):

New petition filed. Creditor diskette required. TOTAL NO. OF CREDITORS: 57

Conversion filed on \_\_\_\_\_. *See instructions on reverse side.*

Former Chapter 13 converting. Creditor diskette required. TOTAL NO. OF CREDITORS: \_\_\_\_\_

Post-petition creditors added. Scannable matrix required.

There are no post-petition creditors. No matrix required.

Amendment or Balance of Schedules filed concurrently with this original scannable matrix affecting Schedule of Debts and/or Schedule of Equity Security Holders. *See instructions on reverse side.*

Name and addresses are being ADDED.

Name and addresses are being DELETED.

Name and addresses are being CORRECTED.

PART II (check one)

The above-name Debtor(s) hereby verifies that the attached list of creditors is true and correct to the best of my (our) knowledge.

The above-name Debtor(s) hereby verifies that there are no post-petition creditors affected by the filing of the conversion of this case and that the filing of a matrix is not required.

Date: July 6, 2009 /s/ Massood Gaskari

Debtor

Joint Debtor

Air gas  
1415 Grand Avenue  
San Marcos, CA 92708

Air gas West  
1415 Grand Avenue  
San Marcos, CA 0.92078

Allied Trench Service:  
PO Box 4180  
Fullerton, 92834

Allied Trench Shoring  
Po Box 4190  
Fullerton, CA 92634

Ciremele Surveying  
164 S. Escondido Ave.  
Escondido, CA 0.92025

Civil Engineering Design Group  
1057 Sycamore  
Vista, CA 92081

Coast equipment  
333 S Juniper Suite 102  
Escondido, CA 92025

Consolidated Electrical  
2160 Meyers Ave  
.Escondido, 92029

Diamond Concrete Products  
6311 Smokey Point Blvd.  
Marysville, WA 98271

Diamond Concrete Products  
6311 Smokey Point Blvd.  
Marysville, 98271

El Camino Rental  
615 E. Mission Rd.  
San Marcos, CA 0.92069

Escondido Disposal  
1044 W. Washington Ave.  
Escondido, CA 92033

Escondido Disposal  
1044 W. Washington Ave  
.Escondido, 92033-1818

Ferguson Enterprises  
2750 S. Towne Ave.  
Pomona, CA 91766

Ferguson Enterprises  
2750 S. Towne Ave.  
Pomona, CA 91766-0000

Free Builders Supply  
1530 Linda Vista Dr.  
San Marcos, CA 92078

Free Builders Supply  
1530 Linda Vista Dr  
San Marcos, CA 92078

Gary Naughton  
2182 El Camino Real # 212  
Oceanside, CA 92054

HD Supply Waterworks  
1560 W. Linda Vista Dr.  
San Marcos, CA 92069

HD Supply Waterworks  
1560 W. Linda Vista Dr.  
San Marcos, 92069

Hirsch Pipe & Supply  
1455 Linda Vista Dr  
San Marcos, CA 92078

Hirsch Pipe Supply  
1455 Linda Vista Dr  
.San Marcos, CA 92078

Hub Construction Specialties Inc  
PO Box 1269  
San Bernardino, CA 92402-126

J & B Material  
1996 Don Lee Place  
Escondido, CA 92029

J & B Material Inc.  
1996 Don Lee Place  
Escondido, 92029

John Engel  
1046 S. Cleveland St. Suite #3  
Oceanside, 92054

John Engle  
1046 S. Cleveland St. Suite #3  
Oceanside, CA 92054

Kimmel Construction  
642 Vale View Drive  
Vista, CA 92081

KNIGHT SECURITY & FIRE SYSTEM  
535 STATE PLACE  
Escondido, CA 92019

Masood Gaskari  
1057 Sycamore  
Vista, CA 92081

Michelman & Robinson, LLP  
Steven Casselberry, Esq  
4 Hutton Centre, Suite 300  
Santa Ana, CA 92707

MK CONST  
460 CORPORATE DR. SUITE. "B"  
Escondido, CA 92029

Mobile Mini LLC  
7420 S. Kyrene Rd. Suite #101  
Tempe, 85283

Morteza Azizian  
1057 Sycamoreeet  
Vista, CA 92081

Orco Construction  
PO Box 39000  
San Francisco, CA 94139

Orco Contruction  
PO Box 39000  
San Francisco, 94139-5891

Pacific Coast National Bank  
499 NorthEl Camino Real, Suite C-100  
Encinitas, CA 92024

Patriot Roofing  
2131 Las Palmas Dr. Suite# E  
Carlsbad, CA 92011

Patriot Roofing  
2131 Las Palmas Dr. Suite# E  
Carlsbad, 92011

Pinetree Lumber  
707 Andreasen  
Escondido, CA 92029

R J Kates Welding Equipment  
8275 Vickers St.  
San Diego, 92111-2106

RELIABLE SERVICE CO  
324 COOGAN WAY  
El Cajon, CA 92020

Rick Post welding  
3863 Sumac Summit  
Fallbrook, CA 92028

Rick Post Welding  
3863 Sumac Summit  
Fallbrook, 92028

RJ Kates  
8275 Vickers St.  
San Diego, CA 92111



Spanky's Portable Service  
1925 Palomar Oaks Way Suite#204  
Carlsbad, CA 92008

Spanky's Portable Service  
1925 Palomar Oaks Way Suite#204  
Carlsbad, 92008

Sunbelt rental  
1818 Mission Rd.  
Escondido, CA 92028

Sunbelt Rental  
1818 Mission Rd  
.Escondido, 92029

Sunrise Material  
1112 S. Santa Fe.  
Vista, 92084

THYSSENKRUPP ELEVATOR  
2455 E. PARLEY WAY, SUITE "110"  
Salt Lake City, UT 84109

Traffic Control Service  
1818 E. Orangethorpe Ave.  
Fullerton, CA 92834

Traffic Control Service  
1818 E. Orangethorpe Ave.  
Fullerton, 92834-5324

United Site Service  
2408 Hillcap Ave.  
San Diego, CA 95183

United Site Sevrice  
2408 Hillcap Ave  
San Jose, 95136

Vanguard Fire Protection  
Vanguard Fire Protection  
Vista, CA 92081

Vanguard Fire Protection  
925 Poinsettia Ave. Suite 11  
Vista., CA . 92081