

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of California
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Peppertree Park Villages 9&10, LLC

2. **All other names debtor used in the last 8 years** _____

 Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 26 - 3454001

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>5256 S. Mission Rd</u> Number Street	_____ Number Street
	<u>Suite 905</u>	_____ P.O. Box
	<u>Bonsall</u> <u>CA</u> <u>92003</u> City State ZIP Code	_____ City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>San Diego</u> County	<u>1654 S. Mission Rd</u> Number Street
		<u>Fallbrook</u> <u>CA</u> <u>92028</u> City State ZIP Code

5. **Debtor's website (URL)** _____

6. **Type of debtor**

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor Peppertree Park Villages 9&10, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

2 3 7 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor Northern Capital, Inc. Relationship Managing Member
 District Southern District of California When 08/13/2017
MM / DD / YYYY
 Case number, if known 17-04845-LT11

List all cases. If more than 1, attach a separate list.

Debtor Peppertree Park Villages 9&10, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

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

15. Estimated assets

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

Debtor Peppertree Park Villages 9&10 LLC
Name

Case number (if known) _____

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

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 8/17/2017
MM / DD / YYYY

[Signature] Duane Urquhart
Signature of authorized representative of debtor Printed name

Title Northern Capital Inc

18. Signature of attorney

[Signature] Date 8/28/2017
Signature of attorney for debtor MM / DD / YYYY

Marshall J. Hogan
Printed name

Foley & Lardner LLP
Firm name

3579 Valley Centre Dr., Suite 100
Number Street

San Diego CA 92130
City State ZIP Code

(858)847-6743 mhogan@foley.com
Contact phone Email address

286147 CA
Bar number State

Debtor: Peppertree Park Villages 9&10, LLC

Case No. _____

Attachment to Voluntary Petition (page 3)

- | | | | |
|---|---|---|---|
| 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? | <input type="checkbox"/> No
<input checked="" type="checkbox"/> Yes. | Debtor: Peppertree Land Company
District: Southern District of CA
Case No.: 17-05135 | Relationship: Member
When: 08/28/2017
MM / DD / YYYY |
| 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? | <input type="checkbox"/> No
<input checked="" type="checkbox"/> Yes. | Debtor: Duane Scott Urquhart
District: Southern District of CA
Case No.: 17-04846-LT11 | Relationship: Affiliate
When: 08/13/2017
MM / DD / YYYY |

Fill in this information to identify the case:

Debtor name Peppertree Park Villages 9&10, LLC

United States Bankruptcy Court for the: Southern District of CA
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Meritage Homes c/o Ed Huguenin	3741 Douglas Blvd. #290 Roseville, CA 95661	Judgment	Disputed			\$6,100,000
2	Farmers and Merchants Bank	P.O. Box 21337 Long Beach, CA 90801 (562) 495-7710	Bank Loan		\$1,750,000		
3	Seltzer Caplan McMahon Vitek	750 B Street, Suite 2100 San Diego, CA 92101	Professional Services	Disputed			\$444,633
4	Lounsbery Ferguson Altona & Peak	960 Canterbury Place Suite 300 Escondido, CA 92025	Professional Services				\$60,000
5	White and Bright, LLP	970 Canterbury Place Escondido, CA 92025	Professional Services				\$20,603
6	Hecht Solberg Robinson Goldberg & Bagley LLP	600 West Broadway 8th Floor San Diego, CA 92101	Professional Services				\$17,582
7	Pangaea Land Consultants, Inc.	2834 La Mirada Drive Suite H Vista, CA 92081	Professional Services				\$12,600
8	Byron & Edwards, APC	530 B Street, Suite 610 San Diego, CA 92101	Professional Services				\$6,083

Debtor Peppertree Park Villages 9&10, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Penn Credit Corp/Water Resource Control Board	916 South 14th Street Harrisburg, PA 17108	Government				\$5,529
10	LDN Consulting	42428 Chisolm Trl. #T Murrieta, CA 92562	Professional Services				\$5,400
11	Bossler Group, LLC	3835 Wildwood Road San Diego, CA 92107	Professional Services				\$1,040
12	Lauer, Georgatos & Covell, APC	525 B Street, Suite 1470 San Diego, CA 92101	Professional Services				\$1,000
13	Esquire Deposition Solutions	402 W Broadway #1550 San Diego, CA 92101 (619) 239-4111	Professional Services				\$490
14							
15							
16							
17							
18							
19							
20							

Bossler Group, LLC
3835 Wilwood Rd.
San Diego, CA 92107

Byron & Edwards, APC
530 B St., Ste. 610
San Diego, CA 92101

Chief, Spec. Proc., Section-Insolvency
Internal Revenue Service
P. O. Box 7346
Philadelphia, PA 19101-7346

Dept. of Industrial Relations Labor Law
Enforcement State of CA
1550 W. Main Street
El Centro, CA 92243-2105

Div. of Labor Standards Enforcement
State of California
7575 Metropolitan Drive, Suite 210
San Diego, CA 92108-4424

Dun & Bradstreet
P. O. Box 520
Center Valley, PA 18034-0520

Employment Devel op. Dept. State of CA
Bankruptcy Unit-MIC 92E
P. O. Box 826880
Sacramento, CA 94280

Employment Development Dept.
P. O. Box 120831
San Diego, CA 92112-0831

Esquire Deposit ion Solutions
402 W. Broadway, Ste. 1550
San Diego, CA 92101

Farmers and Merchants Bank
P. O. Box 21337
Long Beach, CA 90801

Franchise Tax Board, State of CA
Bankruptcy Section MS A340
P. O. Box 2952

Sacramento, CA 95812-2952

Hecht Solberg Robinson Goldberg & Bagley
600 W. Broadway, 8th Fl.
San Diego, CA 92101

Lauer, Georgatos & Covel, APC
525 B St., Ste. 1470
San Diego, CA 92101

LDN Consulting
42428 Chisolm Trl., #T
Murrieta, CA 92562

Lounsbury Ferguson Altona & Peak
960 Canterbury Pl., Ste. 300
Escondido, CA 92025

Meritage Homes
c/o Ed Huguenin
3741 Douglas Blvd., #290
Roseville, CA 95661

Pangaea Land Consultants, Inc.
2834 La Mirada Dr., Ste. H
Vista, CA 92081

Penn Credit Corp/Water Res. Control Bd.
916 South 14th St.
Harrisburg, PA 17108

Seltzer Caplan McMahon Vittek
750 B St., Ste. 2100
San Diego, CA 92101

State Board of Equalization
State of California
P. O. Box 942879
Sacramento, CA 92479

U. S. Small Business Administration
Southern California Legal Unit
330 North Brand Blvd., Suite 1200
Glendale, CA 91203-2304

U. S. Trustee, Dept of Justice

880 Front Street, Suite 3230
San Diego, CA 92101-8897

White and Bright, LLP
970 Canterbury Pl.
Escondido, CA 92025

LIMITED LIABILITY COMPANY RESOLUTIONS
(Peppertree Park Villages 9 & 10, LLC)

PEPPERTREE PARK VILLAGES 9 & 10, LLC (“Company”), a limited liability company duly organized and in good standing under the laws of the State of California, does hereby adopt the following resolutions:

WHEREAS, the members of the Company have considered the financial condition and circumstances of the Company and have made the informed determination that the most prudent alternative is to commence a bankruptcy proceeding, and, further, that it is in the best interests of the Company and its members, creditors and other interested parties, to file a voluntary petition (the “**Voluntary Petition**”) for relief under chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

1. Filing of Voluntary Petition

NOW, THEREFORE, BE IT RESOLVED, that the Company file a Voluntary Petition seeking relief under chapter 11 of the Bankruptcy Code in the manner described below.

2. Appointment of Designated Individual

RESOLVED, that Duane Scott Urquhart be, and hereby is, appointed as Designated Individual of the Company and vested with the powers enumerated in California Corporations Code Section 1400.

3. Actions by Designated Individual

RESOLVED, that the members of the Company hereby authorize, empower, and designate the Designated Individual to cause the preparation and filing of the Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which he deems necessary or appropriate for and on behalf of the Company to obtain relief under the Bankruptcy Code; and be it

FURTHER RESOLVED, that the Designated Individual be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to act as the responsible person for the Company as debtor-in-possession, and take such actions as he deems necessary or appropriate to pursue and maximize the benefits of the Company’s restructuring in chapter 11, including without limitation (a) making arrangements for use of cash collateral and/or entering into other financial arrangements, including debtor-in-possession financing, in such amounts, with such interest rates and with such maturities as the Designated Individual may determine in his sole discretion; (b) pursuing and consummating any sale or sales of the Company’s assets he deems necessary or appropriate, and (c) proposing, confirming, and performing under a bankruptcy plan of reorganization or liquidation, and negotiating, executing and delivering on behalf of the Company any and all agreements that may be necessary or appropriate to accomplish such actions; and be it

FURTHER RESOLVED, that the Designated Individual be, and hereby is, authorized to employ Foley & Lardner LLP as general bankruptcy counsel to the Company as well as other qualified legal counsel as he shall determine as special or conflicts counsel pursuant to section 327 of the Bankruptcy Code if and as necessary or appropriate to advance the Company’s rights in the chapter 11 proceeding; and be it

FURTHER RESOLVED that the Designated Individual be, and hereby is, authorized to employ any additional financial advisors, attorneys, or consultants to the Company as the Designated Individual deems necessary or appropriate to represent and assist the Company in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code.

4. Prior Related Acts

RESOLVED, that all of the acts and transactions of the Designated Individual relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned certifies that the foregoing is a correct copy of the Resolutions passed as herein set forth and that the same are in full force and effect and that these Resolutions have been executed effective as of August 22, 2017 (the "**Effective Date**").

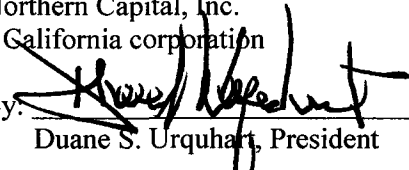
INVESTOR MEMBER

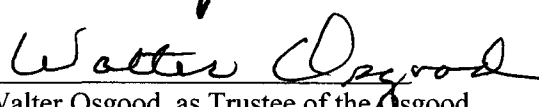
Peppertree Land Company,
a California general partnership

By: 
Duane S. Urquhart, Managing General Partner

MANAGING MEMBER

Northern Capital, Inc.
a California corporation

By: 
Duane S. Urquhart, President

By: 
Walter Osgood, as Trustee of the Osgood
Family Trust dated Mar 16, 2004, General Partner

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

In re Peppertree Park Villages 9&10, LLC

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Peppertree Park Villages 9&10, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Northern Capital, Inc.
5256 S. Mission Road #905
Bonsall, CA 92003**

None [*Check if applicable*]

August 28, 2017

Date

/s/ Marshall J. Hogan

Marshall J. Hogan

Signature of Attorney or Litigant

Counsel for Peppertree Park Villages 9&10, LLC

Foley & Lardner LLP

3579 Valley Centre Drive, Suite 300

San Diego, CA 92130

858-847-6700 Fax:858-792-6773

vavilaplana@foley.com