

**United States Bankruptcy Court
Middle District of Florida**

Voluntary Petition

| | |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| Name of Debtor (if individual, enter Last, First, Middle): Grabow Properties, LLC. | 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): DBA Quality Inn Hotel | 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) 20-2719225 | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State): 139 Bluff View Drive, #401 Belleair Bluff, FL | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 33770 | ZIP Code |
| County of Residence or of the Principal Place of Business: Pinellas | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): 43824 Highway 27 Davenport, FL | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code 33837 | ZIP Code |

Location of Principal Assets of Business Debtor (if different from street address above):

| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p align="center">Type of Debtor (Form of Organization) (Check one 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.) | <p align="center">Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | <p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one 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 |
| <p align="center">Tax-Exempt Entity (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 align="center">Nature of Debts (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 align="center">Filing Fee (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 align="center">Chapter 11 Debtors</p> <p>Check one box:</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). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Statistical/Administrative Information *** **Buddy D. Ford, Esquire 0654711** ***

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

| | | | | | | | | | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| Estimated Number of Creditors | | | | | | | | | |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | OVER 100,000 |
| Estimated Assets | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |
| Estimated Liabilities | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |

THIS SPACE IS FOR COURT USE ONLY

| | |
|-------------------------------------------------------------------------------------------|------------------------------------------------------|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | Name of Debtor(s): Grabow Properties, LLC. |
|-------------------------------------------------------------------------------------------|------------------------------------------------------|

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

| | | |
|---------------------------------------|--------------|-------------|
| Location Where Filed: - None - | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

| | | |
|------------------------------------|---------------|-------------|
| Name of Debtor: - None - | Case Number: | Date Filed: |
| District: | Relationship: | Judge: |

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;">Exhibit A</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;">Exhibit 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 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):
Grabow Properties, 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 States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Buddy D. Ford, Esquire
Signature of Attorney for Debtor(s)

Buddy D. Ford, Esquire 0654711
Printed Name of Attorney for Debtor(s)

Buddy D. Ford, P.A.
Firm Name

115 N. MacDill Ave.
Tampa, FL 33609

Address

Email: Nancy@tampaesq.com

(813)877-4669 Fax: (813)877-5543
Telephone Number

July 28, 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 Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Richard Grabow
Signature of Authorized Individual

Richard Grabow
Printed Name of Authorized Individual

Manager
Title of Authorized Individual

July 28, 2009
Date

IN THE UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In the Matter of: }
 } Chapter 11
GRABOW PROPERTIES, LLC, }
d/b/a QUALITY INN HOTEL, }
 } Case No: 8:09-bk-
Debtor }
_____ }

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, *Richard Grabow*, declare under penalty of perjury that I am the Manager of **GRABOW PROPERTIES, LLC**, (the "Corporation"), and that the following is a true and correct copy of the resolutions adopted by the Members of said corporation at a special meeting duly called and held on the 28 day of July, 2009.

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

Be It Therefore Resolved, that *Richard Grabow, Manager* of this corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that *Richard Grabow, Manager* of this corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that *Richard Grabow, Manager* of this corporation is authorized and directed to employ Buddy D. Ford, Esquire, Florida Bar #0654711, attorney and the law firm of *Buddy D. Ford, P.A., 115 N. MacDill Avenue, Tampa, Florida 33609*, to represent the corporation in such bankruptcy case."

Date July 28, 2009

Signed 
Richard Grabow, Manager

United States Bankruptcy Court
Middle District of Florida

In re Grabow Properties, LLC.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

| (1) | (2) | (3) | (4) | (5) |
|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Gulf Coast Business Finance (CDC) 227 - 2nd Avenue N. Saint Petersburg, FL 33701 | Gulf Coast Business Finance (CDC) 227 - 2nd Avenue N. Saint Petersburg, FL 33701 | 43824 US HIGHWAY 27 WAVERLY GROWERS DEV IN SEC 7 T26 R27 PB 39 PGS 6 TO 13 LOTS 34 T HRU 36 LYING S OF INT 4 W OF US HY 27 & N OF LIMITED ACCESS CLAY | | 1,550,000.00 (1,500,000.00 secured) (2,738,000.00 senior lien) |
| California Bank & Trust 401 W. Whitier Blvd., Ste200 La Habra, CA 90631 | California Bank & Trust 401 W. Whitier Blvd., Ste200 La Habra, CA 90631 | 43824 US HIGHWAY 27 WAVERLY GROWERS DEV IN SEC 7 T26 R27 PB 39 PGS 6 TO 13 LOTS 34 T HRU 36 LYING S OF INT 4 W OF US HY 27 & N OF LIMITED ACCESS CLAY | | 2,350,000.00 (1,500,000.00 secured) |
| Genevieve Miller c/o Maerk Brandt, Esq. Frazer, Hubbard, Brandt etal 595 Main Street Dunedin, FL 34698 | Genevieve Miller c/o Maerk Brandt, Esq. Frazer, Hubbard, Brandt etal Dunedin, FL 34698 | 43824 US HIGHWAY 27 WAVERLY GROWERS DEV IN SEC 7 T26 R27 PB 39 PGS 6 TO 13 LOTS 34 T HRU 36 LYING S OF INT 4 W OF US HY 27 & N OF LIMITED ACCESS CLAY | | 388,000.00 (1,500,000.00 secured) (2,350,000.00 senior lien) |

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

| (1) | (2) | (3) | (4) | (5) |
|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Genevieve Miller c/o Maerk Brandt, Esq. Frazer, Hubbard, Brandt etal 595 Main Street Dunedin, FL 34698 | Genevieve Miller c/o Maerk Brandt, Esq. Frazer, Hubbard, Brandt etal Dunedin, FL 34698 | Loan(s) | | 300,000.00 |
| Joe G. Tedder, CFC Polk County Tax Collector PO Box 2016 Bartow, FL 33831 | Joe G. Tedder, CFC Polk County Tax Collector PO Box 2016 Bartow, FL 33831 | Real Estate Taxes | | 115,000.00 |
| US Bancorp PO Box 580337 Minneapolis, MN 55458-0337 | US Bancorp PO Box 580337 Minneapolis, MN 55458-0337 | Lease w/ option to purchase - Office Furniture wrapped from 600-57499, 1 - Finessequip wrapped from 600-57499, 1 2-Cissell Washer Extractors, 10 - PT | | 77,260.00 (12,500.00 secured) |
| Highline Capital Corp. 2930 Center Green Court S. Boulder, CO 80301 | Highline Capital Corp. 2930 Center Green Court S. Boulder, CO 80301 | Lease w/ option to purchase - Furniture - Mattresses box springs, lamps, art, furniture | | 73,011.00 (8,500.00 secured) |
| Polk County Tax Collector PO Box 1189 Bartow, FL 33831 | Polk County Tax Collector PO Box 1189 Bartow, FL 33831 | Tourist Development Tax | | 50,000.00 |
| Dept. of Revenue Accounts Receivable PO Box 6668 Tallahassee, FL 32314 | Dept. of Revenue Accounts Receivable PO Box 6668 Tallahassee, FL 32314 | | | 50,000.00 |
| Choice Hotels International 10750 Columbia Pike Silver Spring, MD 20901 | Choice Hotels International 10750 Columbia Pike Silver Spring, MD 20901 | Franchise Fees & Travel Agent Commission | | 49,500.00 |
| Washington Mutual/Chase 1301 2nd Avenue Seattle, WA 98101 | Washington Mutual/Chase 1301 2nd Avenue Seattle, WA 98101 | Business Credit Line | | 41,050.00 |
| Ashiq Ali & Sayed Raza c/o Sheila Norman, Esq. | Ashiq Ali & Sayed Raza c/o Sheila Norman, Esq. | Loan(s) | | 31,100.00 |
| Montgomery Insurance 1661 Sandspur Rd. Maitland, FL 32751 | Montgomery Insurance 1661 Sandspur Rd. Maitland, FL 32751 | Insurance | | 20,496.83 |
| Progress Energy PO Box 33199 Saint Petersburg, FL 33733 | Progress Energy PO Box 33199 Saint Petersburg, FL 33733 | Utility | | 17,000.00 |

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

| (1) | (2) | (3) | (4) | (5) |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Don Bell Signs 365 Oak Place Port Orange, FL 32127 | Don Bell Signs 365 Oak Place Port Orange, FL 32127 | Lease w/ option to purchase - Signage & maintenance | | 12,743.00 (2,000.00 secured) |
| Wells Fargo Mastercard PO Box 6426 Carol Stream, IL 60197-6426 | Wells Fargo Mastercard PO Box 6426 Carol Stream, IL 60197-6426 | Credit card | | 10,084.82 |
| AAA 1000 AAA Drive Lake Mary, FL 32746-5063 | AAA 1000 AAA Drive Lake Mary, FL 32746-5063 | Advertising & Membership | | 8,599.39 |
| HD Supply PO Box 509058 San Diego, CA 92150-3059 | HD Supply PO Box 509058 San Diego, CA 92150-3059 | Purchases | | 8,200.00 |
| Irma Mann Marketing c/o Eric Hostretler 1980 Michigan Ave. Cocoa, FL 32922 | Irma Mann Marketing c/o Eric Hostretler 1980 Michigan Ave. Cocoa, FL 32922 | Lawsuit - Advertisement | | 8,000.00 |
| SunTrust Bank PO Box 791250 Baltimore, MD 21279 | SunTrust Bank PO Box 791250 Baltimore, MD 21279 | Line of Credit | | 7,412.88 |

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

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

Date **July 28, 2009**Signature **/s/ Richard Grabow**

Richard Grabow
Manager

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

**United States Bankruptcy Court
Middle District of Florida**

In re Grabow Properties, LLC.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--------------------------------------------------------------------|-------------------|-------------------------|---------------------|
| Richard Grabow 43824 Highway 27 Davenport, FL 33837 | | | 100% |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 28, 2009

Signature /s/ Richard Grabow
**Richard Grabow
Manager**

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

**United States Bankruptcy Court
Middle District of Florida**

In re **Grabow Properties, LLC.**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 28, 2009**

/s/ Richard Grabow

Richard Grabow/Manager

Signer/Title

Grabow Properties, LLC.
43824 Highway 27
Davenport, FL 33837

Buddy D. Ford, Esquire
Buddy D. Ford, P.A.
115 N. MacDill Ave.
Tampa, FL 33609

AAA
1000 AAA Drive
Lake Mary, FL 32746-5063

Ashiq Ali & Sayed Raza
c/o Sheila Norman, Esq.

Blue Water
PO Box 1669
Brandon, FL 33509

Brighthouse
PO Box 30765
Tampa, FL 33630-3765

California Bank & Trust
401 W. Whitier Blvd., Ste200
La Habra, CA 90631

Carol King Landscaping
7032 Old Cheney Hwy
Orlando, FL 32807

Central Florida Gas
PO Box 960
Winter Haven, FL 33882-0960

Choice Hotels International
10750 Columbia Pike
Silver Spring, MD 20901

Dell Financial Services, LP
12234 N. IH-35, Bldg. B
Austin, TX 78753

Dept. of Justice, Tax Div
PO Box 14198
Benjamin Franklin Station
Washington, DC 20044

Dept. of Labor & Security
Hartman Building, Ste. 307
2012 Capital Circle S.E.
Tallahassee, FL 32399-0648

Dept. of Revenue
Accounts Receivable
PO Box 6668
Tallahassee, FL 32314

Don Bell Signs
365 Oak Place
Port Orange, FL 32127

Florida Department of Rev.
PO Box 5139
Attn: Val Gouch
Tallahassee, FL 32314-5139

Genevieve Miller
c/o Maerk Brandt, Esq.
Frazer, Hubbard, Brandt etal
595 Main Street
Dunedin, FL 34698

George & Lek Grabow
10413 Collingham Dr.
Fairfax, VA 22032

Gulf Coast Business Finance
(CDC)
227 - 2nd Avenue N.
Saint Petersburg, FL 33701

Hatchett Hospitality
5295 E. Shelby Drive
Memphis, TN 38118

HD Suppy
PO Box 509058
San Diego, CA 92150-3059

Highline Capital Corp.
2930 Center Green Court S.
Boulder, CO 80301

Imperial Premium Finance, Inc
c/o Ralph S. Marcadis
5104 South Westshore Blvd.
Tampa, FL 33611

Internal Revenue Service
Special Procedures Staff
400 W. Bay St., Stop 5720
Jacksonville, FL 32202

Internal Revenue Service
Centralized Insolvency Opera
PO Box 21126
Philadelphia, PA 19114-0326

Irma Mann Marketing
c/o Eric Hostretler
1980 Michigan Ave.
Cocoa, FL 32922

Joe G. Tedder, CFC
Polk County Tax Collector
PO Box 2016
Bartow, FL 33831

McIntyre, Panzarella, Tharas
Eleff & Hoffman, PA
6943 E. Fowler Ave.
Tampa, FL 33617

Miles Media
c/o Alzander Associates, LLC
2188 Highway JJ
Moberly, MO 65270

Montgomery Insurance
1661 Sandspur Rd.
Maitland, FL 32751

Novoprint USA, Inc.
c/o Kosto & Rotella
619 E. Washington St.
Orlando, FL 32801-2937

Novoprint USA, Inc.
1845 N. Farwell Ave.
Suite 210
Milwaukee, WI 53202

Polk County Tax Collector
PO Box 1189
Bartow, FL 33831

Prime Rate Premium
Finance Corp., Inc.
PO Box 580016
Charlotte, NC 28258-0016

Progress Energy
PO Box 33199
Saint Petersburg, FL 33733

Richard Grabow
139 Bluff View Dr., #401
Belleair Bluff, FL 33770

RMS Dell
4836 Brecksville Rd.
Richfield, OH 44286

RMS Yellow Book Ad
2775 Sunny Isles Blvd, Ste 100
North Miami Beach, FL 33160

Securities & Exchange Comm
Branch of Reorganization
3475 Lenox Rd NE, St. 1000
Atlanta, GA 30326

Stichter, Riedel, Blain,
& Prosser, PA
110 E. Madison St., Ste. 200
Tampa, FL 33602-4700

SunTrust Bank
PO Box 791250
Baltimore, MD 21279

Sysco Central Florida, Inc.
200 W. Story Rd.
Ocoee, FL 34761

The Home Depo Credit Svc
PO Box 6029
The Lakes, NV 88901

The Official Interstate
Guide
PO Box 4580
Sevierville, TN 37864

Trans World Systems, Florida
Travel Vacations
PO Box 15630
Dept. 23
Wilmington, DE 19850-5630

Travel Media/Vergroff,
Williams Assoc
PO Box 4155
Sarasota, FL 34230

U.S. Attorney General
10th St. & Constitution Ave. NW
Washington, DC 20530

U.S. Attorneys' Office
Attn: Civil Process Clerk
400 N. Tampa St., Ste. 3200
Tampa, FL 33602

United Security
1500 Lincolnwood Lane
Longwood, FL 32750

US Bancorp
PO Box 580337
Minneapolis, MN 55458-0337

US Small Business Admin
PO Box 54
Saint Petersburg, FL 33733

US Small Business Admin
100 S. Biscayne Blvd.
7th Floor
Miami, FL 33131

Washington Mutual
1301 2nd Avenue
Seattle, WA 98101

Washington Mutual/Chase
1301 2nd Avenue
Seattle, WA 98101

Wells Fargo Mastercard
PO Box 6426
Carol Stream, IL 60197-6426

**United States Bankruptcy Court
Middle District of Florida**

In re Grabow Properties, LLC.

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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 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..... | \$ | <u>20,261.00</u> |
| Prior to the filing of this statement I have received..... | \$ | <u>20,261.00</u> |
| Balance Due..... | \$ | <u>0.00</u> |

2. \$ 1,039.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify): **Additional fees after depletion of the retainer, if any, shall be applied for**

5. 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.

6. 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. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtor(s) in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding, except as listed above; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods

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.

Dated: July 28, 2009

/s/ Buddy D. Ford, Esquire

Buddy D. Ford, Esquire 0654711

Buddy D. Ford, P.A.

115 N. MacDill Ave.

Tampa, FL 33609

(813)877-4669 Fax: (813)877-5543

Nancy@tampaesq.com

**United States Bankruptcy Court
Middle District of Florida**

In re Grabow Properties, 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 Grabow Properties, 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:

None [*Check if applicable*]

July 28, 2009

Date

/s/ Buddy D. Ford, Esquire

Buddy D. Ford, Esquire 0654711

Signature of Attorney or Litigant

Counsel for Grabow Properties, LLC.

Buddy D. Ford, P.A.

115 N. MacDill Ave.

Tampa, FL 33609

(813)877-4669 Fax:(813)877-5543

Nancy@tampaesq.com