

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Bear Creek of Naples, LTD	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	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) 59-3082124	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): 6767 Airport Road Naples, FL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 34109	ZIP Code
County of Residence or of the Principal Place of Business: Collier	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 4255 - 52nd Place W. Bradenton, FL	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 34210	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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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 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 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">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 <hr/> <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> Check one box: <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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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).
---	--

<p>Statistical/Administrative Information *** Buddy D. Ford, Esquire 0654711 ***</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.	THIS SPACE IS FOR COURT USE ONLY																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>	<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	
<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												
<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<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	
<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												
<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<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	
<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												

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Bear Creek of Naples, LTD
---	--

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

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

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

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

<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):
Bear Creek of Naples, LTD

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of 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

June 2, 2011
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

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

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

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

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

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/ Thomas J. Mannausa, President of
Signature of Authorized Individual

Thomas J. Mannausa, President of
Printed Name of Authorized Individual

Bear Creek of Naples, Inc, General Partner
Title of Authorized Individual

June 2, 2011
Date

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
Fort Myers Division

IN RE: Chapter 11
BEAR CREEK OF NAPLES, LTD., Case No.: 9:11-bk-
Debtor. /

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Thomas J. Mannausa, declare under penalty of perjury that I am the President of BEAR CREEK OF NAPLES, INC., General Partner, of BEAR CREEK OF NAPLES, LTD., (the "Corporation"), and that the following is a true and correct copy of the resolutions adopted by the Partners of said corporation at a special meeting duly called and held on the 2 day of June, 2011.

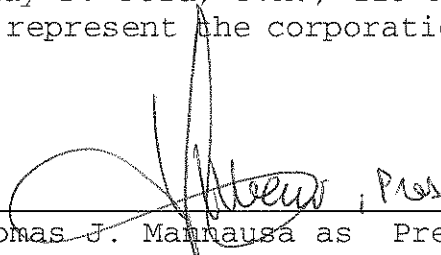
"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Thomas J. Mannausa as President on behalf of General Partner 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 Thomas J. Mannausa as President on behalf of General Partner 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 Thomas J. Mannausa, as President on behalf of General Partner 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 6/2/11

Signed , Pres
Thomas J. Mannausa as President
on behalf of BEAR CREEK OF
NAPLES, INC., General Partner

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

In re **Bear Creek of Naples, LTD**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(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>
Florida Housing Finance Corp 227 N. Bronough St, Ste.5000 Tallahassee, FL 32301	Florida Housing Finance Corp 227 N. Bronough St, Ste.5000 Tallahassee, FL 32301	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]		4,625,799.80 (2,561,823.00 secured) (3,936,267.40 senior lien)
Wells Fargo Bank, Successor Wachovia Bank/First Union 225 Water St., 3rd Floor Jacksonville, FL 32202	Wells Fargo Bank, Successor Wachovia Bank/First Union 225 Water St., 3rd Floor Jacksonville, FL 32202	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]		3,936,267.40 (2,561,823.00 secured)
Collier County Tax Collector 3291 E. Tamiami Trail Naples, FL 34112-5758	Collier County Tax Collector 3291 E. Tamiami Trail Naples, FL 34112-5758	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]		67,550.74 (2,561,823.00 secured) (8,562,067.20 senior lien)
House of Floors, Inc PO Box 669 Tallevast, FL 34270	House of Floors, Inc PO Box 669 Tallevast, FL 34270	Repairs		15,719.12
Robert P. Watrous, PA 2055 Wood St., #208 Sarasota, FL 34237	Robert P. Watrous, PA 2055 Wood St., #208 Sarasota, FL 34237	Services		6,407.50
HD Supply PO Box 809058 San Diego, CA 92150-9058	HD Supply PO Box 809058 San Diego, CA 92150-9058	Supplies		5,884.94
AMALIA Maintenance Svc 3290 35th Avenue Naples, FL 34120	AMALIA Maintenance Svc 3290 35th Avenue Naples, FL 34120	Services and Supplies		5,150.00
Nationwide MRO PO Box 51485 Ontario, CA 91761	Nationwide MRO PO Box 51485 Ontario, CA 91761	Services		2,806.58

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>
Home Depot P.O. Box 9055 Des Moines, IA 50368-9055	Home Depot P.O. Box 9055 Des Moines, IA 50368-9055	Purchases - Services and Supplies		2,729.02
Naples Amature Works Attn: Jaun Rodrguez 1101 - 5th Avenue S. Naples, FL 34102	Naples Amature Works Attn: Jaun Rodrguez 1101 - 5th Avenue S. Naples, FL 34102	Pond Pump Repair		2,245.08
HHH Complete Lawn Care P.O. Box 11653 Naples, FL 34101	HHH Complete Lawn Care P.O. Box 11653 Naples, FL 34101	Services and Supplies		1,940.00
Angel Pool Services 4400 27th Court SW Naples, FL 34116	Angel Pool Services 4400 27th Court SW Naples, FL 34116	Pool Services and Supplies		1,800.00
Esdras R. Lopez 1800 - 42nd St. SW Naples, FL 34116	Esdras R. Lopez 1800 - 42nd St. SW Naples, FL 34116	Judgment dtd 03/02/11	Disputed Subject to Setoff	1,070.10
ADT Security P.O. Box 371967 Pittsburgh, PA 15250-7967	ADT Security P.O. Box 371967 Pittsburgh, PA 15250-7967	Services		1,052.63
A-1 Home Remodeling Corp 18520 NW 67th Avenue Suite 237 Hialeah, FL 33015	A-1 Home Remodeling Corp 18520 NW 67th Avenue Suite 237 Hialeah, FL 33015	Services		1,005.00
A-1 Golf Express 6166 Taylor Road Suite 106 Naples, FL 34109	A-1 Golf Express 6166 Taylor Road Suite 106 Naples, FL 34109	Services and Supplies		866.02
Tony & Sons 4800 Whistlers Green, #1 Naples, FL 34116	Tony & Sons 4800 Whistlers Green, #1 Naples, FL 34116	Carpet Cleaning Services		350.00
Criminal Screening.com 1026 W. Central Blvd. Ste.100 Orlando, FL 32805	Criminal Screening.com 1026 W. Central Blvd. Ste.100 Orlando, FL 32805	Services		170.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Bear Creek of Naples, Inc, General Partner 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 **June 2, 2011**

Signature **/s/ Thomas J. Mannausa, President of
Thomas J. Mannausa, President of
Bear Creek of Naples, Inc, General Partner**

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 Bear Creek of Naples, LTD,
Debtor

Case No. _____

Chapter 11

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 must also 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)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	2,561,823.00		
B - Personal Property	Yes	6	152,320.07		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		8,629,617.94	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		49,195.99	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		20			
Total Assets			2,714,143.07		
Total Liabilities				8,678,813.93	

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

In re **Bear Creek of Naples, LTD**,
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Bear Creek of Naples, LTD, Case No. _____
 Debtor

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 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
120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]	Fee simple	-	2,561,823.00	8,629,617.94

Sub-Total > **2,561,823.00** (Total of this page)
 Total > **2,561,823.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

SCHEDULE A - REAL PROPERTY
Attachment A

Commencing at the Southeast corner of Section 2, Township 49 South, Range 25 East, Collier County, Florida:

Thence along the E. line of said Section 2, N. 2°14'00" W. 751.11 feet; thence parallel with the N. line of the S. 1/2 of the NE 1/4 of the SE 1/4 of said Section 2, S 89°51'42" W. 100.07 feet to the W. Right-of-way line of State Road 31 and the PLACE OF BEGINNING of the parcel herein described:

Thence continuing parallel with the N. line of the S. 1/2 of the NE 1/4 of the SE 1/4 of said Section 2, S 89°51'42" W. 1252.08 feet to the W. line of the E. 1/2 of the SE 1/4 of said Section 2; thence along said W. line of the E. 1/2 of the SE 1/4 of said Section 2; N. 1°57'50" W. 298.24 feet; thence parallel with the N line of the S 1/2 of the NE 1/4 of the SE 1/4 of said Section 2, N 89°51'42" E. 1250.68 feet to the W. right-of-way line of State Road 32; thence along said W. right-of-way line, S 2°14'00" E. 298.30 feet to the PLACE OF BEGINNING; being a part of the E. 1/2 of the SE 1/4 of Section 2, Township 49 S, Range 25 E, Collier County, Florida.

In re Bear Creek of Naples, LTD

Case No. _____

Debtor

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 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	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
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.		Checking account @ Wachovia, Acct #xxx0953 (Security Deposit)	-	61,572.12
		Checking account @ Fifth Third Bank, Acct. #xxx8515 (Security Deposit)	-	0.00
		Checking account @ Wachovia, Acct #xxx2429 (Tax & Insurance)	-	49.78
		Checking account @ Wachovia, Acct #xxx2416 (Reserve)	-	325.20
		Checking account @ Fifth Third, Acct #xxx8213 (Operating)	-	6,164.97
		Checking account @ Wachovia, Acct #xxx3999 (Operating)	-	115.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
			Sub-Total >	68,227.07
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re Bear Creek of Naples, LTD
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Rent Receivables (Monthl)	-	63,927.00
		Rent arrearages	-	13,776.00
17. Alimony, maintenance, support, and property settlements to 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 interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **77,703.00**
 (Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Bear Creek of Naples, LTD
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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.		Ongoing Lawsuits for Evictions/Collections of past due rents & fees	-	Unknown
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.		Furniture & Equipment (See attached)	-	6,390.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
			Sub-Total >	6,390.00
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Bear Creek of Naples, LTD
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	152,320.07

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

BEAR CREEK OF NAPLES, LTD
INVENTORY

<u>DESCRIPTION</u>	<u>QUANTITY</u>		<u>VALUE</u>
<u>Manager's Office</u>			
2 drawer file cabinets	2	\$	100.00
computer systemw/ monitor	1	\$	200.00
rca phone	1	\$	30.00
black office chair	1	\$	50.00
office desk	1	\$	75.00
3 drawer plastic cabinet	2	\$	30.00
paintings	3	\$	75.00
med bullentin board	1	\$	15.00
file cabinet	1	\$	30.00
laserprinter	1	\$	45.00
brother all inone printer	1	\$	50.00
arm chairs wood	2	\$	40.00
Misc office supplies	*	\$	50.00
<u>Other -Office</u>			
two tone desk	1	\$	50.00
office chair	1	\$	30.00
large bullentin board	1	\$	25.00
metal chairs	2	\$	30.00
2 drawer filing cabinet	1	\$	25.00
canon all in one printer	1	\$	45.00
computer system	1	\$	200.00
3 drawer plastic cabinet	1	\$	15.00
rca phone	1	\$	30.00
Misc office supplies	*	\$	25.00
<u>Common Area-</u>			
chairs	3	\$	60.00
sm glass end table	1	\$	15.00
med glass table	1	\$	25.00
glass coffee table	1	\$	40.00
dining chair	1	\$	10.00
dining chair	2	\$	20.00
love seat w/ pillows	2	\$	300.00
sofa w/ pillows	1	\$	200.00
large mirror	1	\$	40.00
metal display case	1	\$	25.00
small 13" tv	1	\$	10.00
arm chairs	2	\$	50.00
plastic plants	2	\$	10.00
Misc decoration items	*	\$	50.00
small radio	1	\$	5.00
4 drawer filing cabinets	2	\$	50.00
computer table	1	\$	20.00
fold up table	1	\$	10.00

BEAR CREEK OF NAPLES, LTD
INVENTORYKitchen

refrigerator side by side	1	\$	125.00
beige stove	1	\$	50.00
cofee maker	1	\$	10.00
blender	1	\$	10.00
microwave	1	\$	20.00
water fountain	1	\$	45.00

Gym

weight bench	1	\$	75.00
free weights	6	\$	60.00
dumbbells	3	\$	30.00
all in one corded gym system	1	\$	175.00

Laundry Room

commercial dryers w/ coin box	6	\$	900.00
commercial washers w/ coin box	6	\$	750.00
folding table	1	\$	15.00
washtub w/ faucet	1	\$	20.00

Maintenance

golf cart	1	\$	400.00
4 seat golf cart	1	\$	500.00
ac gauges	2	\$	50.00
electric pump for ac	1	\$	25.00
re-collector pump	1	\$	25.00
welder small	1	\$	40.00
leak detector	1	\$	30.00
ac tester	1	\$	25.00
small saw	1	\$	20.00
large saw	1	\$	40.00
drill mixer	1	\$	15.00
wet/dry vac	1	\$	10.00
electric drill	1	\$	15.00
Misc tools	*	\$	200.00
Misc Supplies for units	*	\$	350.00
Key cutting machine	1	\$	75.00
plumber snake	1	\$	80.00

TOTAL		\$	6,390.00
-------	--	----	----------

In re Bear Creek of Naples, LTD
Debtor

Case No. _____

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

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

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

Check if debtor claims a homestead exemption that exceeds \$146,450. (Amount subject to adjustment on 4/1/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
-------------------------	--------------------------------------	----------------------------	---

NONE.

In re Bear Creek of Naples, LTD

Case No. _____

Debtor

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 a creditor, 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" 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" 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 (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.		2009 Real Estate						
Collier County Tax Collector 3291 E. Tamiami Trail Naples, FL 34112-5758	-	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]					67,550.74	67,550.74
		Value \$	2,561,823.00					
Account No.		2nd Mortgage						
Florida Housing Finance Corp 227 N. Bronough St, Ste.5000 Tallahassee, FL 32301	-	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]					4,625,799.80	4,625,799.80
		Value \$	2,561,823.00					
Account No.		Representing: Florida Housing Finance Corp					Notice Only	
		Value \$						
Account No.		1st Mortgage						
Wells Fargo Bank, Successor Wachovia Bank/First Union 225 Water St., 3rd Floor Jacksonville, FL 32202	-	120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009]					3,936,267.40	1,374,444.40
		Value \$	2,561,823.00					
Subtotal							8,629,617.94	6,067,794.94
(Total of this page)								

1 continuation sheets attached

In re Bear Creek of Naples, LTD,
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.						Notice Only	
Wachovia, div of Wells Fargo Commercial Loan Servidces PO Box 740502 Atlanta, GA 30374-0502		Representing: Wells Fargo Bank, Successor					
		Value \$					
Account No.						Notice Only	
Wells Fargo c/o Fowler White Boggs, PA PO Box 1438 Tampa, FL 33601-1438		Representing: Wells Fargo Bank, Successor					
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

0.00

0.00

Total
(Report on Summary of Schedules)

8,629,617.94

6,067,794.94

In re Bear Creek of Naples, LTD

Case No. _____

Debtor

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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Bear Creek of Naples, LTD

Case No. _____

Debtor

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 claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. A-1 Golf Express 6166 Taylor Road Suite 106 Naples, FL 34109		Services and Supplies -				866.02
Account No. A-1 Home Remodeling Corp 18520 NW 67th Avenue Suite 237 Hialeah, FL 33015		Services -				1,005.00
Account No. ADT Security P.O. Box 371967 Pittsburgh, PA 15250-7967		Services -				1,052.63
Account No. AMALIA Maintenance Svc 3290 35th Avenue Naples, FL 34120		Services and Supplies -				5,150.00
Subtotal (Total of this page)						8,073.65

3 continuation sheets attached

In re Bear Creek of Naples, LTD, Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. Angel Pool Services 4400 27th Court SW Naples, FL 34116		-	Pool Services and Supplies				1,800.00	
Account No. Criminal Screening.com 1026 W. Central Blvd. Ste.100 Orlando, FL 32805		-	Services				170.00	
Account No. HD Supply PO Box 809058 San Diego, CA 92150-9058		-	Supplies				5,884.94	
Account No. HHH Complete Lawn Care P.O. Box 11653 Naples, FL 34101		-	Services and Supplies				1,940.00	
Account No. Home Depot P.O. Box 9055 Des Moines, IA 50368-9055		-	Purchases - Services and Supplies				2,729.02	
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,523.96

In re Bear Creek of Naples, LTD, Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. House of Floors, Inc PO Box 669 Tallevast, FL 34270		-					15,719.12	
Account No. HOrace Knowlton IV Knowlton Law Firm,PL 405 W. Azeele St. Tampa, FL 33606							Notice Only	
Account No. Esdras R. Lopez 1800 - 42nd St. SW Naples, FL 34116		-				X	1,070.10	
Account No. Naples Amature Works Attn: Jaun Rodrguez 1101 - 5th Avenue S. Naples, FL 34102		-					2,245.08	
Account No. Nationwide MRO PO Box 51485 Ontario, CA 91761		-					2,806.58	
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	21,840.88

In re Bear Creek of Naples, LTD, Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. Robert P. Watrous, PA 2055 Wood St., #208 Sarasota, FL 34237		-	Services				6,407.50
Account No. Tony & Sons 4800 Whistlers Green, #1 Naples, FL 34116		-	Carpet Cleaning Services				350.00
Account No.							
Account No.							
Account No.							

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

Subtotal (Total of this page)	6,757.50
Total (Report on Summary of Schedules)	49,195.99

In re Bear Creek of Naples, LTD, Case No. _____
 Debtor

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.
Florida Housing Finance Corp 227 N. Bronough St, Ste.5000 Tallahassee, FL 32301	Land Use Restriction Agreement - Qualified Low income housing
T. Mannausa & Company 4255 - 52nd Place W. Bradenton, FL 34210	Management Company Agreement
Tenant - Rent Roll	See attached

BEAR CREEK OF NAPLES * ALL LEASES ARE CONSECUTIVE 12 MONTHS LEASES

**Rent Roll
5/1/2011**

BLDG. NO.	APT. NO.	UNIT TYPE	LEASED TO:	INDIV IN UNIT	INITIAL OCCUPANCY DATE	EXP. DATE OF TENANT TIC	SECURITY DEPOSIT	WATER DEPOSIT	GROSS ANNUAL INCOME	MONTHLY RENTAL PAYMENT	RENT PAID	LATE/NSF FEES
94-00401	2383-101	3/2	V									
	2383-102	3/2	Guerrero	5	3/21/2011	02/28/2012	\$749.00	\$0.00		\$749.00	\$749.00	
	2383-103	3/2	Vazquez	2	2/4/2008	01/31/2012	\$0.00	\$0.00	\$28,080.00	\$724.00	\$725.00	
	2383-104	3/2	Fior/Acosta	2	7/31/2008	07/31/2011	\$600.00	\$0.00	\$24,000.00	\$724.00	\$724.00	
	2383-201	3/2	Lopez/Aicerros	3	5/1/2007	04/30/2011	\$350.00	\$0.00	\$19,240.00	\$724.00	\$724.00	
	2383-202	3/2	Cyola	4	1/17/2006	12/31/2011	\$965.00	\$0.00	\$33,345.00	\$724.00	\$724.00	
	2383-203	3/2	Frizza	3	12/1/2009	11/30/2011	\$699.00	\$0.00	\$29,640.00	\$724.00	\$724.00	
	2383-204	3/2	V									
	2383-301	3/2	Olivera	5	2/1/2009	08/31/2011	\$599.00	\$0.00	\$26,000.00	\$724.00	\$724.00	
	2383-302	3/2	Cortes	3	3/25/2011	02/29/2012	\$749.00	\$0.00	\$32,000.00	\$749.00	\$749.00	
	2383-303	3/2	Garnica	4	1/25/2010	12/31/2011	\$700.00	\$0.00	\$18,720.00	\$724.00	\$724.00	
	2383-304	3/2	Quiros	3	10/4/2009	05/31/2011	\$649.00	\$0.00	\$27,360.00	\$699.00	\$699.00	

94-00402	2351-101	2/1	Gonzalez	4	9/1/2009	04/30/2011	\$0.00	\$0.00	\$35,568.00	\$624.00	\$624.00	
	2351-102	2/1	Mejia	3	4/1/2010	03/31/2012	\$599.00	\$0.00	\$25,565.80	\$624.00	\$624.00	
	2351-103	2/1	Santiago	4	2/25/2010	01/31/2012	\$599.00	\$0.00	\$31,200.00	\$624.00	\$699.00	
	2351-104	2/1	Martinez	5	1/24/2011	12/31/2011	\$649.00	\$0.00		\$649.00	\$649.00	
	2351-201	2/1	V									
	2351-202	2/1	Cornell	2	8/1/2010	07/31/2011	\$599.00	\$0.00	\$26,189.00	\$599.00	\$599.00	
	2351-203	2/1	Romero	2	2/15/2011	01/31/2012	\$649.00	\$0.00		\$649.00	\$649.00	
	2351-204	2/1	Araujo	2	3/1/2009	09/30/2011	\$500.00	\$0.00	\$26,000.00	\$649.00	\$650.00	
	2351-301	2/1	V									
	2351-302	2/1	V									
	2351-303	2/1	Boniello	2	11/1/2009	10/31/2011	\$599.00	\$0.00	\$31,200.00	\$624.00	\$624.00	
	2351-304	2/1	Reyes	4	7/18/2009	06/30/2011	\$500.00	\$0.00	\$42,016.00	\$649.00	\$649.00	

94-00403	2335-101	2/1	Reyes	3	8/1/2010	07/31/2011	\$600.00	\$0.00	\$36,648.56	\$599.00	\$599.00	
	2335-102	2/1	Romero	4	4/1/2011	3/31/2012	\$649.00	\$0.00	\$0.00	\$649.00	\$649.00	
	2335-103	2/1	Mercado/Maradiaga	4	2/23/2008	01/31/2012	\$500.00	\$0.00	\$30,784.00	\$624.00	\$624.00	\$100.00
	2335-104	2/1	Dominguez	2	9/1/2009	08/31/2011	\$599.00	\$0.00	\$22,880.00	\$624.00	\$624.00	
	2335-201	2/1	Hernandez	1	8/1/2010	05/31/2011	\$599.00	\$0.00	\$20,800.00	\$599.00	\$550.00	
	2335-202	2/1	Santiago	2	12/30/2008	11/30/2011	\$500.00	\$0.00	\$24,960.00	\$624.00	\$624.00	
	2335-203	2/1	Tran	2	5/1/2011	04/30/2012	\$649.00	\$0.00				
	2335-204	2/1	Diaz	1	5/1/2011	04/30/2012	\$649.00	\$0.00				
	2335-301	2/1	Jefferson	3	5/7/2009	12/31/2011	\$699.00	\$0.00	\$40,339.00	\$599.00	\$599.00	
	2335-302	2/1	Hernandez	1	8/1/2010	07/31/2011	\$250.00	\$0.00	\$27,048.00	\$450.00	\$450.00	
	2335-303	2/1	Hughes	1	12/27/2010	12/31/2011	\$649.00	\$0.00		\$649.00	\$649.00	
	2335-304	2/1	Flores	2	11/18/2009	10/31/2011	\$599.00	\$0.00	\$25,130.01	\$624.00	\$624.00	

94-00404	2319-101	2/1	Galo	3	2/5/2010	01/31/2012	\$599.00	\$0.00	\$30,000.00	\$624.00	\$624.00	
	2319-102	2/1	Gellar	2	8/1/2010	05/31/2011	\$599.00	\$0.00	\$20,800.00	\$599.00		
	2319-103	2/1	Pizarro	4	5/1/2011	03/31/2012	\$649.00	\$0.00	\$22,000.00		New	
	2319-104	2/1	Forst	2	5/1/2010	04/30/2011	\$599.00	\$0.00	\$23,166.00	\$624.00	\$626.00	
	2319-201	2/1	Martinez/Pierre	1	11/1/2010	10/31/2011	\$649.00	\$0.00		\$649.00	\$300.00	
	2319-202	2/1	Roca/Vaca	4	8/27/2008	07/31/2011	\$500.00	\$0.00	\$23,307.00	\$649.00	\$649.00	
	2319-203	2/1	V									
	2319-204	2/1	Melissa Burkhardt	3	11/1/2008	10/31/2011	\$500.00	\$0.00	\$24,284.00	\$624.00	\$924.00	
	2319-301	2/1	Exempt									
	2319-302	2/1	Trejo/Gomez	4	4/1/2008	03/31/2012	\$300.00	\$0.00	\$28,000.00	\$624.00	\$624.00	
	2319-303	2/1	Forrest	1	10/9/2009	05/31/2011	\$549.00	\$0.00	\$26,611.00	\$599.00	\$599.00	
	2319-304	2/1	Posadas	3	10/1/2009	09/30/2011	\$500.00	\$0.00	\$29,120.00	\$624.00	\$625.00	

94-00405	2300-101	2/1	Santos/Jesus	4	9/14/2007	08/31/2011	\$288.62	\$0.00	\$15,607.28	\$624.00	\$624.00	
	2300-102	2/1	Reyes	3	9/1/2010	08/31/2011	\$599.00	\$0.00		\$599.00	\$599.00	
	2300-103	2/1	Reyes	3	10/17/2009	05/31/2011	\$549.00	\$0.00	\$11,688.00	\$599.00	\$599.00	
	2300-104	2/1	V									
	2300-201	2/1	Vegas/Melchor	3	3/18/2005	02/28/2012	\$900.00	\$0.00	\$41,495.00	\$624.00	\$624.00	
	2300-202	2/1	Cortez	4	7/23/2009	06/30/2011	\$649.00	\$0.00	\$17,680.00	\$649.00	\$649.00	
	2300-203	2/1	Vallegas	2	5/1/2011	04/30/2011	\$649.00	\$0.00				
	2300-204	2/1	Perez	1	1/4/2008	12/31/2011	\$0.00	\$0.00	\$21,216.00	\$624.00	\$624.00	
	2300-301	2/1	Flores	1	2/1/2009	01/31/2012	\$500.00	\$0.00	\$18,600.00	\$624.00		
	2300-302	2/1	Avila	3	12/1/2007	11/30/2011	\$300.00	\$0.00	\$22,880.00	\$624.00	\$624.00	
	2300-303	2/1	Chavez	3	1/4/2010	12/31/2011	\$599.00	\$0.00	\$34,797.40	\$624.00	\$625.00	
	2300-304	2/1	Nelson	3	4/1/2011	03/31/2012	\$649.00	\$0.00		\$649.00	\$650.00	

SUB TOTAL

\$28,792.62

\$30,853.00

\$29,614.00

RENT ROLL

May 2011

BLDG. NO.	APT. NO.	UNIT TYPE	LEASED TO:	INDV IN UNIT	INITIAL OCCUPANCY DATE	EXP DATE OF TENANT TIC	SECURITY DEPOSIT	WATER DEPOSIT	GROSS ANNUAL INCOME	MONTHLY RENT AMOUNT			
94-00406	2399-101	3/2	Exempt										
	2399-102	3/2	Deng	4	12/1/2004	11/31/2011	\$0.00	\$0.00	\$23,400.00	\$724.00	\$	\$ 724.00	
	2399-103	3/2	Sotelo	2	10/1/2010	08/31/2011	\$749.00	\$0.00	\$34,796.00	\$749.00	\$	\$ 749.00	
	2399-104	3/2	Strong	2	8/15/2009	07/31/2011	\$599.00	\$0.00	\$14,300.00	\$699.00	\$	\$ 699.00	
	2399-201	3/2	Almandarez/Llanas	4	5/30/2008	04/30/2011	\$600.00	\$0.00	\$17,680.00	\$699.00	\$	\$ 699.00	
	2399-202	3/2	McKoy	3	7/1/2009	06/30/2011	\$699.00	\$0.00	\$19,052.80	\$699.00	\$	\$ 699.00	
	2399-203	3/2	Ramirez	3	4/1/2011	03/31/2012	\$500.00	\$0.00		\$749.00	\$	\$ 749.00	
	2399-204	3/2	Menacho	4	11/6/2009	06/30/2011	\$649.00	\$0.00	\$21,450.00	\$699.00	\$	\$ 699.00	
	2399-301	3/2	De Jesus/Cordova	6	5/29/2008	04/30/2011	\$600.00	\$0.00	\$20,475.00	\$724.00	\$	\$ 724.00	
	2399-302	3/2	Wentling	5	4/1/2009	11/30/2011	\$699.00	\$0.00	\$32,000.00	\$724.00	\$	\$ 724.00	
	2399-303	3/2	Benfenali		8/1/2010	07/31/2011	\$1,123.50	\$0.00	\$30,656.00	\$749.00	\$	\$ 750.00	
	2399-304	3/2	Tejedor	4	8/1/2010	07/31/2011	\$699.00	\$0.00	\$23,148.00	\$699.00	\$	\$ 699.00	
94-00407	2415-101	3/2	Attilus	4	2/1/2011	01/31/2012	\$500.00	\$0.00		\$724.00	\$	\$ 724.00	
	2415-102	3/2	Bondanza	4	6/1/2010	04/30/2011	\$699.00	\$0.00	\$24,096.00	\$699.00	\$	\$ 550.00	
	2415-103	3/2	FLORES/Carranza	4	2/17/2004	01/31/2011	\$0.00	\$0.00	\$33,280.00	\$699.00	\$	\$ 699.00	
	2415-104	3/2	Martinez/Castillejos	6	5/13/2006	04/30/2011	\$0.00	\$0.00	\$18,720.00	\$724.00	\$	\$ 724.00	
	2415-201	3/2	Emmanuel	2	11/4/2008	10/31/2011	\$500.00	\$0.00	\$20,800.00	\$724.00	\$	\$ 725.00	
	2415-202	3/2	Pacheco	3	1/24/2010	12/31/2011	\$749.00	\$0.00		\$749.00	\$	\$ 749.00	
	2415-203	3/2	Anglero	0	8/1/2010	07/31/2011	\$749.00	\$0.00	\$23,617.00	\$749.00	\$	\$ 749.00	
	2415-204	3/2	Vargas	4	4/1/2003	03/31/2012	\$0.00	\$0.00	\$31,200.00	\$724.00	\$	\$ 724.00	
	2415-301	3/2	Pinto	3	9/1/2009	08/31/2011	\$300.00	\$0.00	\$29,120.00	\$724.00	\$	\$ 724.00	
	2415-302	3/2	Magdonal	4	7/2/2009	06/30/2011	\$0.00	\$0.00	\$19,604.00	\$735.00	\$	\$ 735.00	
	2415-303	3/2	Furrow	3	4/1/2011	03/31/2012	\$724.00	\$0.00			\$		
	2415-304	3/2	Florin	2	4/28/2009	04/30/2011	\$699.00	\$0.00	\$26,000.00	\$724.00	\$	\$ 724.00	
94-00408	2431-101	3/2	SARMIENTO	4	11/1/2001	10/31/2011	\$850.00	\$0.00	\$21,631.00	\$724.00	\$	\$ 724.00	
	2431-102	3/2	V										
	2431-103	3/2	Govea	3	3/1/2009	02/28/2012	\$500.00	\$0.00	\$33,800.00	\$875.00	\$	\$ 875.00	
	2431-104	3/2	Arcienaga	7	7/1/2010	06/30/2011	\$749.00	\$0.00	\$25,106.00	\$749.00	\$	\$ 749.00	
	2431-201	3/2	Almendarez	2	7/1/2009	06/30/2011	\$749.00	\$0.00	\$26,000.00	\$749.00	\$	\$ 749.00	
	2431-202	3/2	Guevara	3	1/1/2009	12/31/2011	\$600.00	\$0.00	\$15,000.00	\$724.00	\$	\$ 625.00	
	2431-203	3/2	Fredericks	4	2/18/2010	1/31/2012	\$699.00	\$0.00	\$13,000.00	\$724.00	\$		
	2431-204	3/2	Fernandez	4	5/1/2011	04/30/2012	\$699.00	\$0.00	\$37,160.00		\$		
	2431-301	3/2	Levasseur	4	2/2/2010	01/31/2012	\$699.00	\$0.00	\$30,537.00	\$724.00	\$	\$ 724.00	
	2431-302	3/2	Dorval	5	11/3/2009	10/31/2011	\$649.00	\$0.00	\$39,975.00	\$699.00	\$	\$ 699.00	
	2431-303	3/2	McGregor	5	5/1/2010	04/30/2012	\$699.00	\$0.00	\$29,328.00	\$724.00	\$	\$ 724.00	
	2431-304	3/2	Albarrain/Jimenez	2	6/30/2004	05/31/2011	\$870.00	\$0.00	\$30,029.00	\$749.00	\$	\$ 749.00	
94-00409	2447-101	2/1	Hernandez/Socop	3	5/1/2006	04/30/2011	\$835.00	\$0.00	\$17,680.00	\$599.00			
	2447-102	2/1	Sabino	2	4/3/2006	03/31/2012	\$800.00	\$0.00	\$16,380.00	\$624.00	\$	\$ 625.00	
	2447-103	2/1	Gonzalez	2	8/1/2010	10/31/2011	\$599.00	\$0.00	\$24,960.00	\$599.00	\$	\$ 598.00	
	2447-104	2/1	Oliva	3	10/1/2010	08/31/2011	\$649.00	\$0.00	\$26,798.96	\$649.00	\$	\$ 649.00	
	2447-201	2/1	Soto	3	7/22/2009	06/30/2011	\$859.00	\$0.00	\$26,000.00	\$649.00	\$	\$ 649.00	
	2447-202	2/1	Amador	3	9/1/2009	08/31/2011	\$500.00	\$0.00	\$21,840.00	\$624.00	\$	\$ 624.00	
	2447-203	2/1	Paz	3	3/21/2011	02/29/2012	\$649.00	\$0.00	\$649.00	\$649.00	\$	\$ 567.06	
	2447-204	2/1	Thompson	1	6/1/2009	05/31/2011	\$599.00	\$0.00	\$29,120.00	\$624.00	\$	\$ 624.00	
	2447-301	2/1	Ruiz	3	3/8/2010	02/28/2011	\$599.00	\$0.00	\$23,920.00	\$624.00	\$	\$ 624.00	
	2447-302	2/1	Fonseca	1	3/14/2009	10/31/2011	\$499.00	\$0.00	\$22,880.00	\$599.00	\$	\$ 599.00	
	2447-303	2/1	Guthery	1	12/27/2010	12/31/2011	\$649.00	\$0.00	\$21,840.00	\$649.00	\$	\$ 650.00	
	2447-304	2/1	Ruka	1	6/1/2010	05/31/2011	\$599.00	\$0.00	\$26,750.88	\$599.00	\$	\$ 599.99	
94-00410	2463-101	2/1	Garibay	3	1/24/2011	12/31/2011	\$649.00	\$0.00		\$649.00	\$	\$ 649.00	
	2463-102	2/1	Rosas	4	9/1/2010	08/31/2011	\$549.00	\$0.00	\$31,200.00	\$599.00			
	2463-103	2/1	Moux	2	2/1/2008	01/31/2012	\$500.00	\$0.00	\$19,968.00	\$624.00	\$	\$ 624.00	
	2463-104	2/1	Mendez	3	4/2/2009	10/31/2011	\$599.00	\$0.00	\$35,100.00	\$624.00	\$	\$ 625.00	
	2463-201	2/1	Forrest	2	7/25/2008	06/31/2011	\$550.00	\$0.00	\$27,000.00	\$599.00	\$	\$ 700.00	
	2463-202	2/1	Gonzalez	2	1/11/2010	12/31/2011	\$599.00	\$0.00	\$32,760.00	\$624.00	\$	\$ 624.00	
	2463-203	2/1	Wynn	3	12/27/2010	12/31/2011	\$649.00	\$0.00	\$42,848.00	\$649.00	\$	\$ 649.00	
	2463-204	2/1	V										
	2463-301	2/1	Ramirez	4	12/4/2009	11/31/2011	\$599.00	\$0.00	\$15,080.00	\$624.00	\$	\$ 624.00	
	2463-302	2/1	V										
	2463-303	2/1	Franklin	1	1/4/2011	12/31/2011	\$649.00	\$0.00		\$649.00	\$	\$ 649.00	
	2463-304	2/1	V										
SUB TOTAL							\$32,779.50			\$36,459.00	\$34,313.05		
TOTAL							\$61,572.12			\$67,312.00	\$63,927.05		

In re Bear Creek of Naples, LTD
Debtor

Case No. _____

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 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
------------------------------	------------------------------

0 continuation sheets attached to Schedule of Codebtors

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

In re **Bear Creek of Naples, LTD**

Debtor(s)

Case No.

Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing: \$ **0.00**

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income \$ **0.00**

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor) \$ **0.00**

4. Payroll Taxes **0.00**

5. Unemployment Taxes **0.00**

6. Worker's Compensation **0.00**

7. Other Taxes **0.00**

8. Inventory Purchases (Including raw materials) **0.00**

9. Purchase of Feed/Fertilizer/Seed/Spray **0.00**

10. Rent (Other than debtor's principal residence) **0.00**

11. Utilities **0.00**

12. Office Expenses and Supplies **0.00**

13. Repairs and Maintenance **0.00**

14. Vehicle Expenses **0.00**

15. Travel and Entertainment **0.00**

16. Equipment Rental and Leases **0.00**

17. Legal/Accounting/Other Professional Fees **0.00**

18. Insurance **0.00**

19. Employee Benefits (e.g., pension, medical, etc.) **0.00**

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION	TOTAL
See Attached	0.00

21. Other (Specify):

DESCRIPTION	TOTAL
-------------	-------

22. Total Monthly Expenses (Add items 3-21) \$ **0.00**

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ **0.00**

BEAR CREEK OF
NAPLES, LTD
3 MONTH OPERATING BUDGET 2011

Prepared by : Angela Perano

DESCRIPTION	June	July	August	TOTAL
INCOME				
RENT REVENUE	68,709	68,709	68,709	206,127
VACANCY & COLLECTION LOSS	(3,696)	(3,696)	(3,696)	(11,088)
NONREVENUE PRODUCING UNITS	(2,147)	(2,147)	(2,147)	(6,441)
NET RENT REVENUE	62,866	62,866	62,866	188,588
NSF & LATE FEES	300	300	300	900
LAUNDRY INCOME	400	400	400	1,200
APPLICATION FEES	300	300	300	900
INTEREST INCOME	0	0	0	0
EARNED SECURITY DEPOSITS	1,000	1,000	1,000	3,000
TOTAL REVENUE	64,866	64,866	64,866	194,588
OPERATING EXPENSES				
PAYROLL RELATED EXPENSE				
MANAGER'S SALARY	2,400	2,400	2,400	7,200
LEASING AGENT SALARY	0	0	0	0
MAINT/REPAIR PAYROLL	4,300	4,300	4,300	12,900
PAYROLL TAXES	1,475	1,475	1,475	4,425
WORKERS COMPENSATION	1,475	1,475	1,475	4,425
TOTAL PAYROLL EXPENSES	9,650	9,650	9,650	28,950
CONTRACT SERVICES EXPENSE				
FIRE & BURGLAR ALARM MONITORING/SVC	249	249	249	747
PEST CONTROL	481	481	481	1,443
POOL MAINTENANCE & SUPPLIES	550	550	550	1,650
GROUNDS & IRRIGATION SVC/MAINT/SUPPLIE	1,000	1,000	1,000	3,000
LAKE MAINTENANCE	85	85	85	255
LIFT STATION MAINTENANCE	200	200	200	600
TOTAL CONTRACT SERVICES	2,565	2,565	2,565	7,695
MAINTENANCE & REPAIR EXPENSE				
MAINTENANCE & REPAIR SUPPLIES	2,500	2,500	2,500	7,500
PAINTING & PRESSURE WASHING	1,700	1,700	1,700	5,100
COUNTERTOP & CABINET REPAIR	500	500	500	1,500
ELECTRICAL REPAIR	200	200	200	600
PLUMBING REPAIR	50	50	50	150
CARPET CLEANING	400	400	400	1,200
CLEANING	400	400	400	1,200
GOLF CART REPAIR	100	100	100	300
FIRE EXTINGUISHER INSPECTION/SERVICE	50	50	50	150
MISC. SERVICES	125	125	125	375
TOTAL MAINTENANCE & REPAIR EXPENSE	6,025	6,025	6,025	18,075
CAPITAL REPLACEMENT EXPENSE				
APPLIANCES	2,000	2,000	2,000	6,000
A/C	500	500	500	1,500
PLUMBING-WATER HTRS, GARBAGE DISPOSA	600	600	600	1,800
FIRE/BURGLAR ALARM EQUIPMENT	300	300	300	900
CARPET REPLACEMENT	1,600	1,600	1,600	4,800
TOTAL CAPITAL REPLACEMENT EXPENSE	5,000	5,000	5,000	15,000

BEAR CREEK OF
NAPLES, LTD
3 MONTH OPERATING BUDGET 2011

Prepared by : Angela Perano

DESCRIPTION	June	July	August	TOTAL
INCOME				
RENT REVENUE	68,709	68,709	68,709	206,127
VACANCY & COLLECTION LOSS	(3,696)	(3,696)	(3,696)	(11,088)
NONREVENUE PRODUCING UNITS	(2,147)	(2,147)	(2,147)	(6,441)
NET RENT REVENUE	62,866	62,866	62,866	188,598
NSF & LATE FEES	300	300	300	900
LAUNDRY INCOME	400	400	400	1,200
APPLICATION FEES	300	300	300	900
INTEREST INCOME	0	0	0	0
EARNED SECURITY DEPOSITS	1,000	1,000	1,000	3,000
TOTAL REVENUE	64,866	64,866	64,866	194,598
OPERATING EXPENSES				
PAYROLL RELATED EXPENSE				
MANAGER'S SALARY	2,400	2,400	2,400	7,200
LEASING AGENT SALARY	0	0	0	0
MAINT/REPAIR PAYROLL	4,300	4,300	4,300	12,900
PAYROLL TAXES	1,475	1,475	1,475	4,425
WORKERS COMPENSATION	1,475	1,475	1,475	4,425
TOTAL PAYROLL EXPENSES	9,650	9,650	9,650	28,950
CONTRACT SERVICES EXPENSE				
FIRE & BURGLAR ALARM MONITORING/SVC	249	249	249	747
PEST CONTROL	481	481	481	1,443
POOL MAINTENANCE & SUPPLIES	550	550	550	1,650
GROUNDS & IRRIGATION SVC/MAINT/SUPPLIE	1,000	1,000	1,000	3,000
LAKE MAINTENANCE	85	85	85	255
LIFT STATION MAINTENANCE	200	200	200	600
TOTAL CONTRACT SERVICES	2,565	2,565	2,565	7,895
MAINTENANCE & REPAIR EXPENSE				
MAINTENANCE & REPAIR SUPPLIES	2,500	2,500	2,500	7,500
PAINTING & PRESSURE WASHING	1,700	1,700	1,700	5,100
COUNTERTOP & CABINET REPAIR	500	500	500	1,500
ELECTRICAL REPAIR	200	200	200	600
PLUMBING REPAIR	50	50	50	150
CARPET CLEANING	400	400	400	1,200
CLEANING	400	400	400	1,200
GOLF CART REPAIR	100	100	100	300
FIRE EXTINGUISHER INSPECTION/SERVICE	50	50	50	150
MISC. SERVICES	125	125	125	375
TOTAL MAINTENANCE & REPAIR EXPENSE	6,025	6,025	6,025	18,075
CAPITAL REPLACEMENT EXPENSE				
APPLIANCES	2,000	2,000	2,000	6,000
A/C	500	500	500	1,500
PLUMBING-WATER HTRS, GARBAGE DISPOSAL	600	600	600	1,800
FIRE/BURGLAR ALARM EQUIPMENT	300	300	300	900
CARPET REPLACEMENT	1,600	1,600	1,600	4,800
TOTAL CAPITAL REPLACEMENT EXPENSE	5,000	5,000	5,000	15,000

**BEAR CREEK OF
NAPLES, LTD
3 MONTH OPERATING BUDGET 2011**

Prepared by : Angela Perano

MARKETING & LEASING EXPENSE				
ADVERTISING	200	200	200	600
CREDIT CHECK EXP	150	150	150	450
TOTAL MARKETING EXPENSE	350	350	380	1,050
ADMINISTRATIVE EXPENSES				
MANAGEMENT FEES	6,800	3,350	3,350	13,500
OFFICE SUPPLIES/POSTAGE	500	500	500	1,500
OFFICE FURNITURE & EQUIPMENT	50	50	50	150
TELEPHONE	300	300	300	900
INTERNET/COMPUTER SUPPORT	0	795	0	795
LEGAL FEES	1,500	1,500	1,500	4,500
AUDIT/ACCOUNTING FEES	500	500	500	1,500
TRAINING EXPENSE	50	50	50	150
EVICION EXPENSE	100	100	100	300
TOTAL ADMINISTRATIVE EXPENSE	9,800	7,145	6,350	23,295
UTILITY EXPENSE				
ELECTRIC	1,000	1,000	1,000	3,000
WATER / SEWER	2,000	2,000	2,000	6,000
LP GAS	50	50	50	150
TRASH COLLECTION	3,000	3,000	3,000	9,000
TOTAL UTILITY EXPENSE	6,050	6,050	6,050	18,150
TAXES & INSURANCE EXPENSE				
REAL ESTATE TAXES	2,917	2,917	2,917	8,751
LICENSES AND PERMITS	150	150	150	450
PROPERTY INSURANCE	2,584	2,584	2,584	7,752
OTHER INSURANCE AND TAXES	50	60	60	180
TOTAL TAXES & INSURANCE EXPENSE	5,711	5,711	5,711	17,133
FINANCING COSTS				
MISC. OPERATING EXPENSES	1,000	1,000	1,000	3,000
SAIL LOAN COSTS	335	335	335	1,005
RESERVE ACCT FUNDING	2,750	2,750	2,750	8,250
TOTAL FINANCING COST	4,085	4,085	4,085	9,255
TOTAL EXPENSES	49,236	46,581	46,786	138,603
NET OPERATING INCOME	16,630	18,285	19,080	55,995

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

In re **Bear Creek of Naples, LTD**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Bear Creek of Naples, Inc, General Partner of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 22 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 2, 2011**

Signature **/s/ Thomas J. Mannausa, President of**

**Thomas J. Mannausa, President of
Bear Creek of Naples, Inc, General Partner**

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 **Bear Creek of Naples, LTD**

Debtor(s)

Case No.

Chapter

11

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; 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
\$832,325.00
\$801,302.00

SOURCE
Gross Rents (2009)
Gross Rents (2010)

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, or 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.)

AMOUNT

SOURCE

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

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 (*) 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

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 \$5,850*. 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached - Ledger		\$0.00	\$0.00

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.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	--------------------

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
Wells Fargo Bank, NA vs. Bear Creek of Naples, LTD, et.al., Case No.: 10-5256-CA	Circuit Civil - Foreclosure	20th Judicial Circuit in and for Collier County, Florida	Pending
Lopez vs. Bear Creek of Naples, Ltd., Case No.: 10-2329-SC	County Civil	20th Judicial Circuit in and for Collier County, Florida	Judgment dtd 03/02/11

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.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
Wells Fargo Bank, Successor Wachovia Bank/First Union 225 Water St., 3rd Floor Jacksonville, FL 32202		120 Rental Apartments @ 6767 Airport Road N, Naples, Florida - [Legal: See attached - Parcel ID:00238080009] \$2,561,823.00

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 a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- 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.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	--	---------------	-----------------------------------

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.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

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 the bankruptcy law or preparation of the 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
Buddy D. Ford, P.A. 115 N. MacDill Ave. Tampa, FL 33609	05/25/211 -- \$13,000; 06/02/11 - \$7,039.00; and 06/02/11 - \$7,039; 06/03/11 - \$6,000; and 06/06/11 - \$5,000	\$30,000.00 retainer plus \$1,039.00 filing fee. Additional fees or costs after depletion of the retainer, if any, shall be applied

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.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

- 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.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

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.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

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.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

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.)

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.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	-------------------------------

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.

NAME	ADDRESS
------	---------

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 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 **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Cablsh & Gentile, CPAs, LLC 4855 - 276th Street W. Bradenton, FL 34207	2008 to present
T. Mannausa & Company 4255 - 52nd Place W. Bradenton, FL 34210	10/01/1991 to present

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.

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

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.

NAME	ADDRESS
------	---------

None

- d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

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.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

- 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.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

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.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Bear Creek of Naples, Inc.	General Partner	50.50%
Boston Capital Partners Tax Credit Fund III, LP	Limited Partner	49.50%

- 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
------------------	-------	---

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.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- 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.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

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.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
T. Mannausa & Company 4255 - 52nd Place W. Bradenton, FL 34210 Management Company - Principal of General Partner is also principal of this company	Monthly - fees & costs / June 2010 thru January 2011	5% of rent receivables / Additionally, Creditor received a Repayment of Past due fees &/or costs in the estimated total amount paid of \$60,000.00

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Bear Creek of Naples, Inc General Partner	Repayment of Loan(s) - June 2010 - January 2011	Estimated total paid of \$57,500
Boston Capital Partners Tax Credit Fund III, LP Limited Partner	Repayment of Loan(s) - June 2010 thru January 2011	Estimated total paid of \$25,000

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.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

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.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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 June 2, 2011

Signature /s/ Thomas J. Mannausa, President of
Thomas J. Mannausa, President of
Bear Creek of Naples, Inc, General Partner

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

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
Middle District of Florida**

In re Bear Creek of Naples, LTD,
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
Bear Creek of Naples, Inc. 4255 - 52nd Place W. Bradenton, FL 34210			50.50%
Boston Capital Partners Tax Credit Fund III, L.P. One Boston Place. Boston, MA 02108			49.50%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Bear Creek of Naples, Inc, General Partner of the partnership 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 June 2, 2011

Signature /s/ Thomas J. Mannausa, President of
Thomas J. Mannausa, President of
Bear Creek of Naples, Inc, General Partner

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 **Bear Creek of Naples, LTD**

Debtor(s)

Case No. _____

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Bear Creek of Naples, Inc, General Partner of the partnership 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: **June 2, 2011**

/s/ Thomas J. Mannausa, President of

**Thomas J. Mannausa, President of/Bear Creek of Naples, Inc,
General Partner**

Signer/Title

Bear Creek of Naples, LTD
4255 - 52nd Place W.
Bradenton, FL 34210

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

A-1 Golf Express
6166 Taylor Road
Suite 106
Naples, FL 34109

A-1 Home Remodeling Corp
18520 NW 67th Avenue
Suite 237
Hialeah, FL 33015

ADT Security
P.O. Box 371967
Pittsburgh, PA 15250-7967

AMALIA Maintenance Svc
3290 35th Avenue
Naples, FL 34120

Angel Pool Services
4400 27th Court SW
Naples, FL 34116

Collier County Tax Collector
3291 E. Tamiami Trail
Naples, FL 34112-5758

Criminal Screening.com
1026 W. Central Blvd.
Ste.100
Orlando, FL 32805

Florida Housing Finance Corp
227 N. Bronough St, Ste.5000
Tallahassee, FL 32301

HD Supply
PO Box 809058
San Diego, CA 92150-9058

HHH Complete Lawn Care
P.O. Box 11653
Naples, FL 34101

Home Depot
P.O. Box 9055
Des Moines, IA 50368-9055

HOrace Knowlton IV
Knowlton Law Firm,PL
405 W. Azeele St.
Tampa, FL 33606

House of Floors, Inc
PO Box 669
Tallevast, FL 34270

Esdras R. Lopez
1800 - 42nd St. SW
Naples, FL 34116

Matthew Sirmans, Asst Gen.
Counsel, Fla Housing Finance
227 N. Bronough St, Ste.5000
Tallahassee, FL 32301

Naples Amature Works
Attn: Jaun Rodrguez
1101 - 5th Avenue S.
Naples, FL 34102

Nationwide MRO
PO Box 51485
Ontario, CA 91761

Robert P. Watrous, PA
2055 Wood St., #208
Sarasota, FL 34237

Tony & Sons
4800 Whistlers Green, #1
Naples, FL 34116

Wachovia, div of Wells Fargo
Commercial Loan Servidces
PO Box 740502
Atlanta, GA 30374-0502

Wells Fargo
c/o Fowler White Boggs, PA
PO Box 1438
Tampa, FL 33601-1438

Wells Fargo Bank, Successor
Wachovia Bank/First Union
225 Water St., 3rd Floor
Jacksonville, FL 32202

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

In re Bear Creek of Naples, LTD

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>30,000.00</u>
Prior to the filing of this statement I have received	\$	<u>30,000.00</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 or costs after depletion of the retainer, if any, shall be applied**

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:

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: June 2, 2011

/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