

B1 (Official Form 1)(12/11)

United States Bankruptcy Court Southern District of Florida		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Carlton Hotel, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-3477655		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): 1433 Collins Avenue Miami Beach, FL <div style="text-align: right; font-size: small;">ZIP Code 33139</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Miami-Dade		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <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.
Filing Fee (Check one box) <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.	Chapter 11 Debtors 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).	
Statistical/Administrative Information <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
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Carlton Hotel, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
(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.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Carlton Hotel, LLC

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Geoffrey S Aaronson
Signature of Attorney for Debtor(s)

Geoffrey S Aaronson 349623
Printed Name of Attorney for Debtor(s)

Aaronson Schantz P.A.
Firm Name

Miami Tower
100 SE 2nd Street, 27th Floor
Miami, FL 33131

Address

Email: gaaronson@aspalaw.com

786.594.3000 Fax: 305.675.3880
Telephone Number

September 4, 2012
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/ Brian Scheinblum
Signature of Authorized Individual

Brian Scheinblum
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

September 4, 2012
Date

United States Bankruptcy Court
Southern District of Florida

In re Carlton Hotel, LLC

Debtor(s)

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Brian Scheinblum**, declare under penalty of perjury that I am a **Managing Member** of **Carlton Hotel, LLC**, and that the following is a true and correct copy of the resolutions adopted by a majority of the Members of said Limited Liability Company at a special meeting duly called and held on the 4th day of September, 2012.

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

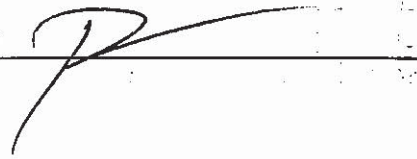
Be It Therefore Resolved, that **Brian Scheinblum, Managing Member** of this Limited Liability Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

Be It Further Resolved, that either **Brian Scheinblum, Co-Managing Member** or **Michael Sabet, Co-Managing Member** of this Limited Liability Company are authorized to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case, and

Be It Further Resolved, that **Brian Scheinblum, Managing Member** of this Limited Liability Company is authorized and directed to employ **Geoffrey S. Aaronson**, Fla. Bar No. 349623, attorney and the law firm of **Aaronson Schantz P.A.** to represent the company in such bankruptcy case."

Date August 31, 2012

Signed /s/ Brian Scheinblum
Brian Scheinblum



Resolution of Members
of
Carlton Hotel, LLC

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

Be It Therefore Resolved, that **Brian Scheinblum, Managing Member** of this Limited Liability Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

Be It Further Resolved, that **Brian Scheinblum, Co-Managing Member or Michael Sabet, Co-Managing Member** of this Limited Liability Company are authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case, and

Be It Further Resolved, that **Brian Scheinblum, Managing Member** of this Limited Liability Company is authorized to employ **Geoffrey S. Aaronson**, Fla. Bar No. 349623, attorney and the law firm of **Aaronson Schantz P.A.** to represent the company in such bankruptcy case.

Date August 31, 2012

Signed _____


Date August 31, 2012

Signed _____

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Florida

In re Carlton Hotel, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
1433 Collins LLC c/o Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808	1433 Collins LLC c/o Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808	Carlton Hotel (67 Units) 1433 Collins Avenue Miami Beach, Florida 33139	Contingent Unliquidated Disputed	15,241,328.91 (8,100,000.00 secured)
Florida Department of Revenue 5050 W. Tennessee Street Tallahassee, FL 32399-0120	Florida Department of Revenue 5050 W. Tennessee Street Tallahassee, FL 32399-0120	Tax	Unliquidated	12,255.97
Lowndes, Drosdick, Doster, Kantor & Reed Professional Association PO Box 2809 Orlando, FL 32802-2809	Lowndes, Drosdick, Doster, Kantor & Reed Professional Association PO Box 2809 Orlando, FL 32802-2809	Legal services	Unliquidated	7,854.40
FPL General Mail Facility Miami, FL 33188-0001	FPL General Mail Facility Miami, FL 33188-0001	Gas	Unliquidated	5,195.37
City of Miami Beach Finance/ Resort Tax 1700 Convention Center Dr. Miami Beach, FL 33139	City of Miami Beach Finance/ Resort Tax 1700 Convention Center Dr. Miami Beach, FL 33139	Tax	Unliquidated	5,059.28
Miami Dade Tax Collector Convention & Tourist Tax Section 140 W. Flagler Street, Rm 1202 Miami, FL 33130	Miami Dade Tax Collector Convention & Tourist Tax Section 140 W. Flagler Street, Rm 1202 Miami, FL 33130	Tax	Unliquidated	4,917.01
Alex Linen & Laundry, Inc. 1224 16th Street Miami Beach, FL 33139	Alex Linen & Laundry, Inc. 1224 16th Street Miami Beach, FL 33139	Services	Unliquidated	4,838.20
City of Miami Beach PO Box 116649 Atlanta, GA 30368-6649	City of Miami Beach PO Box 116649 Atlanta, GA 30368-6649	Utility - water and sewer	Unliquidated	4,239.72
Citizens Property Ins. PO Box 17869 Jacksonville, FL 32245-7869	Citizens Property Ins. PO Box 17869 Jacksonville, FL 32245-7869	Insurance	Unliquidated	3,224.42

B4 (Official Form 4) (12/07) - Cont.

In re **Carlton Hotel, LLC**

Case No. _____

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>
Bookings.com BV 5295 Paysphere Circle Chicago, IL 60674	Bookings.com BV 5295 Paysphere Circle Chicago, IL 60674	Services	Unliquidated	3,023.55
Sharp Management Group 1433 Collins Avenue Miami Beach, FL 33139	Sharp Management Group 1433 Collins Avenue Miami Beach, FL 33139	Services	Unliquidated	2,772.94
Property Tax Adjusters, Inc. 4770 Biscayne Blvd, Suite 1100 Miami, FL 33137	Property Tax Adjusters, Inc. 4770 Biscayne Blvd, Suite 1100 Miami, FL 33137	Services	Unliquidated	2,155.09
El Gran Chef, LLC 11111 Bioscayne Blvd., Unit 1217 Miami, FL 33181	El Gran Chef, LLC 11111 Bioscayne Blvd., Unit 1217 Miami, FL 33181	Restaurant services	Unliquidated	2,090.11
Associated Parking Systems 1221 Brickell Avenue Miami, FL 33131	Associated Parking Systems 1221 Brickell Avenue Miami, FL 33131	Valet Services	Unliquidated	1,300.00
Heartland Business Credit Leasing Services Department # 202 Denver, CO 80291-0202	Heartland Business Credit Leasing Services Department # 202 Denver, CO 80291-0202	Equipment lease	Unliquidated	1,256.48
Philadelphia Insurance Companies PO Box 70251 Philadelphia, PA 19176-0251	Philadelphia Insurance Companies PO Box 70251 Philadelphia, PA 19176-0251	Insurance	Contingent Unliquidated	1,048.45
Hotel Nash, LLC 1433 Collins Avenue Miami Beach, FL 33139	Hotel Nash, LLC 1433 Collins Avenue Miami Beach, FL 33139	Services	Unliquidated	1,005.16
BEIC PO Box 32034 Lakeland, FL 33802	BEIC PO Box 32034 Lakeland, FL 33802	Insurance	Unliquidated	974.12
Coca Cola Refreshments Hollywood Coca Cola PO Box 403390 Atlanta, GA 30384-3390	Coca Cola Refreshments Hollywood Coca Cola PO Box 403390 Atlanta, GA 30384-3390	Supplies	Unliquidated	948.00
American Hotel Register PO Box 71299 Chicago, IL 60694-1299	American Hotel Register PO Box 71299 Chicago, IL 60694-1299	Supplies	Unliquidated	838.51

B4 (Official Form 4) (12/07) - Cont.

In re Carlton Hotel, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

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

Date September 4, 2012

Signature /s/ Brian Scheinblum
Brian Scheinblum
Managing Member

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.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of Florida

In re Carlton Hotel, LLC
 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	1	8,100,000.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		15,241,328.91	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		22,243.92	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	9		50,204.90	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
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		19			
Total Assets			8,100,000.00		
Total Liabilities				15,313,777.73	

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

In re Carlton Hotel, LLC,
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)		

B6A (Official Form 6A) (12/07)

In re Carlton Hotel, LLC, Debtor Case No. _____

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
Carlton Hotel (67 Units) 1433 Collins Avenue Miami Beach, Florida 33139	Owner	-	8,100,000.00	15,241,328.91

Sub-Total > **8,100,000.00** (Total of this page)
 Total > **8,100,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Carlton Hotel, LLC 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.	X			
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			
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			

Sub-Total > **0.00**
 (Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

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

In re Carlton Hotel, LLC

Case No. _____

Debtor

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
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.	X			
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			
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.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

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

In re Carlton Hotel, LLC, 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
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
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 >	0.00

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

(Report also on Summary of Schedules)

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

In re Carlton Hotel, LLC

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.	X -	First Mortgage			X	X	X	15,241,328.91	7,141,328.91
1433 Collins LLC c/o Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808		Carlton Hotel (67 Units) 1433 Collins Avenue Miami Beach, Florida 33139							
Value \$		8,100,000.00							
Account No.	X -	May 13, 2010						Unknown	Unknown
CT Lien Solutions P.O. Box 29071 Glendale, CA 91209		One NEC SV8300 Telephone System							
Value \$		Unknown							
Account No.	-	1 Espresso coffe grinder; 1 water softener; 1 Bun-o-Matic coffee brewer; and 4 Bun-o-Matic coffee airpot			X	X	X	Unknown	Unknown
Prime Line International, Inc. 3850 N. 29th Terrace, No. 108 Hollywood, FL 33020									
Value \$		0.00							
Account No.									
Value \$									

0 continuation sheets attached

Subtotal
(Total of this page)

15,241,328.91 **7,141,328.91**

Total
(Report on Summary of Schedules)

15,241,328.91 **7,141,328.91**

In re Carlton Hotel, LLC 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.

B6E (Official Form 6E) (4/10) - Cont.

In re Carlton Hotel, LLC
Debtor

Case No. _____

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

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xxx6515 City of Miami Beach Finance/ Resort Tax 1700 Convention Center Dr. Miami Beach, FL 33139			Tax		X		5,059.28	0.00
Account No. xx-xxxxxxx593-3 Florida Department of Revenue 5050 W. Tennessee Street Tallahassee, FL 32399-0120			Tax		X		12,255.97	12,255.97
Account No. Florida Department of Revenue Communications Service Tax PO Box 6520 Tallahassee, FL 32314-6520			Tax		X		11.66	11.66
Account No. IRS P.O. Box 7346 Philadelphia, PA 19101			Tax	X	X		Unknown	Unknown
Account No. Miami Dade Tax Collector Convention & Tourist Tax Section 140 W. Flagler Street, Rm 1202 Miami, FL 33130			Tax		X		4,917.01	4,917.01
Subtotal							22,243.92	17,184.64
(Total of this page)							22,243.92	5,059.28
Total							22,243.92	17,184.64
(Report on Summary of Schedules)							22,243.92	5,059.28

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

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

In re Carlton Hotel, LLC, Debtor Case No. _____

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 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
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. ABQ Direct Inc. dba InnPoints Worldwide 8612 Paseo Alameda NE, Ste F Albuquerque, NM 87113-1511	-			X		416.53
Account No. xQ395 Aflac 1932 Wynnton Rd Columbus, GA 31999	-			X		659.40
Account No. Air-Con International 5600 NW 12th Avenue No. 209210 Fort Lauderdale, FL 33309	-			X		497.00
Account No. Alex Linen & Laundry, Inc. 1224 16th Street Miami Beach, FL 33139	-			X		4,838.20
Subtotal (Total of this page)						6,411.13

8 continuation sheets attached

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

In re Carlton Hotel, LLC 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				
Account No. xx7434 American Hotel Register PO Box 71299 Chicago, IL 60694-1299	X	-	Supplies		X	838.51
Account No. American Plumbing & Electrical 1735 Alton Rd Miami Beach, FL 33139		-	Supplies		X	96.89
Account No. Applink Cloud LLC 20533 Biscayne Blvd, #4-502 Miami, FL 33180		-	Services		X	340.00
Account No. Associated Parking Systems 1221 Brickell Avenue Miami, FL 33131		-	Valet Services		X	1,300.00
Account No. Atlantic Broadband 1681 Kennedy Cswy Miami Beach, FL 33141		-	Utility Services		X	89.95
Sheet no. <u>1</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,665.35

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

In re Carlton Hotel, LLC 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				
Account No. BEIC PO Box 32034 Lakeland, FL 33802	X	-	Insurance		X	974.12
Account No. Bookings.com BV 5295 Paysphere Circle Chicago, IL 60674		-	Services		X	3,023.55
Account No. Bugs Burger Bug Killers, Inc. PO Box 2863 Miami Beach, FL 33140		-	Services		X	197.95
Account No. Cintas Corporation PO Box 630803 Cincinnati, OH 45263		-	Services		X X	187.30
Account No. xx xxx0206 Citizens Property Ins. PO Box 17869 Jacksonville, FL 32245-7869		-	Insurance		X	3,224.42
					Subtotal (Total of this page)	7,607.34

Sheet no. 2 of 8 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Carlton Hotel, LLC 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. City of Miami Beach PO Box 116649 Atlanta, GA 30368-6649	-	Utility - water and sewer		X		4,239.72	
Account No. Clean the World PO Box 533838 Orlando, FL 32853-3838	-	Services		X		131.30	
Account No. Cleanall Supply Inc. 7060 State Road 84, Suite 8 Fort Lauderdale, FL 33317	-	Supplies		X		779.87	
Account No. Coca Cola Refreshments Hollywood Coca Cola PO Box 403390 Atlanta, GA 30384-3390	-	Supplies		X		948.00	
Account No. Colonial Life Processing Center PO Box 1365 Columbia, SC 29202-1365	-	Insurance		X		407.07	
Sheet no. <u>3</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	6,505.96

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

In re Carlton Hotel, LLC 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				
Account No. Direct TV P.O. Box 60036 Los Angeles, CA 90060-0036		-	Services/Utility		X	209.22
Account No. El Gran Chef, LLC 11111 Bioscayne Blvd., Unit 1217 Miami, FL 33181		-	Restaurant services		X	2,090.11
Account No. xxxxx-xxxx-xxx8508 First Insurance Funding Corp. PO Box 66468 Chicago, IL 60666	X	-	Insurance		X	Unknown
Account No. xxxxxx8643 FPL General Mail Facility Miami, FL 33188-0001		-	Electricity		X	640.86
Account No. xxxxx-x6166 FPL General Mail Facility Miami, FL 33188-0001		-	Gas		X	5,195.37
Sheet no. <u>4</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,135.56

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

In re Carlton Hotel, LLC 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					
Account No. Fresh Air 20815 NE 16 Ave B-23 Miami, FL 33179							
			Supply			X	287.83
Account No. Heartland Business Credit Leasing Services Department # 202 Denver, CO 80291-0202	X		Equipment lease			X	1,256.48
Account No. Hotel Nash, LLC 1433 Collins Avenue Miami Beach, FL 33139			Services			X	1,005.16
Account No. Lowndes, Drosdick, Doster, Kantor & Reed Professional Association PO Box 2809 Orlando, FL 32802-2809			Legal services			X	7,854.40
Account No. Main USA Corporation 8549 NW 68 Street Miami, FL 33166			Equipment lease			X	25.00
Sheet no. <u>5</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	10,428.87

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

In re Carlton Hotel, LLC 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				
Account No. Nice n Green, Inc. PO Box 450277 Miami, FL 33245		-			X	150.00
Account No. One Group Services, LLC 8004 NW 154th, Suite 179		-			X	677.95
Account No. Pardo Gainsburg, P.L. 200 SE 1st Street Suite 700 Miami, FL 33131		-			X	Unknown
Account No. Philadelphia Insurance Companies PO Box 70251 Philadelphia, PA 19176-0251	X	-		X	X	1,048.45
Account No. Philip Solomon 3129 N 29th Avenue Hollywood, FL 33020		-			X X	0.00
Subtotal (Total of this page)						1,876.40

Sheet no. 6 of 8 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Carlton Hotel, LLC 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				
Account No. Property Tax Adjusters, Inc. 4770 Biscayne Blvd, Suite 1100 Miami, FL 33137		-	Services		X	2,155.09
Account No. Restored Digital Solutions 5703 NW 35th Avenue Miami, FL 33142		-	Equipment		X	249.46
Account No. Sharp Management Group 1433 Collins Avenue Miami Beach, FL 33139		-	Services		X	2,772.94
Account No. Sysco Food Services P.O. Box 64000-A Miami, FL 33164	X	-	Supplies		X	326.40
Account No. TECO PO Box 31017 Tampa, FL 33631-3017		-	Gas/Utility		X	290.29
Sheet no. <u>7</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	5,794.18

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

In re Carlton Hotel, LLC, Debtor Case No. _____

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				
Account No. Uniwasher, Inc. 1155 West 22nd Street Hialeah, FL 33010		-	Supplies		X	164.78
Account No. Venere UK Ltd. PO Box 840800 Dallas, TX 75284-0400		-	Services		X	200.00
Account No. Windstream Communications PO Box 1283 Buffalo, NY 14240-1283		-	Telephone/Utility		X	415.33
Account No.						
Account No.						

Sheet no. 8 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page) **780.11**

Total (Report on Summary of Schedules) **50,204.90**

B6 Declaration (Official Form 6 - Declaration). (12/07)

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

In re Carlton Hotel, LLC

Debtor(s)

Case No. _____

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 4, 2012

Signature /s/ Brian Scheinblum

Brian Scheinblum
Managing Member

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.

1433 Collins LLC
c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

CT Lien Solutions
P.O. Box 29071
Glendale, CA 91209

Prime Line International, Inc.
3850 N. 29th Terrace, No. 108
Hollywood, FL 33020

City of Miami Beach
Finance/ Resort Tax
1700 Convention Center Dr.
Miami Beach, FL 33139

Florida Department of Revenue
5050 W. Tennessee Street
Tallahassee, FL 32399-0120

Florida Department of Revenue
Communications Service Tax
PO Box 6520
Tallahassee, FL 32314-6520

IRS
P.O. Box 7346
Philadelphia, PA 19101

Miami Dade Tax Collector Convention &
Tourist Tax Section
140 W. Flagler Street, Rm 1202
Miami, FL 33130

ABQ Direct Inc.
dba InnPoints Worldwide
8612 Paseo Alameda NE, Ste F
Albuquerque, NM 87113-1511

Air-Con International
5600 NW 12th Avenue
No. 209210
Fort Lauderdale, FL 33309

Alex Linen & Laundry, Inc.
1224 16th Street
Miami Beach, FL 33139

American Hotel Register
PO Box 71299
Chicago, IL 60694-1299

American Plumbing & Electrical
1735 Alton Rd
Miami Beach, FL 33139

Applink Cloud LLC
20533 Biscayne Blvd, #4-502
Miami, FL 33180

Associated Parking Systems
1221 Brickell Avenue
Miami, FL 33131

Atlantic Broadband
1681 Kennedy Cswy
Miami Beach, FL 33141

BEIC
PO Box 32034
Lakeland, FL 33802

Bookings.com BV
5295 Paysphere Circle
Chicago, IL 60674

Bugs Burger Bug Killers, Inc.
PO Box 2863
Miami Beach, FL 33140

Citizens Property Ins.
PO Box 17869
Jacksonville, FL 32245-7869

City of Miami Beach
PO Box 116649
Atlanta, GA 30368-6649

Clean the World
PO Box 533838
Orlando, FL 32853-3838

Cleanall Supply Inc.
7060 State Road 84, Suite 8
Fort Lauderdale, FL 33317

Coca Cola Refreshments
Hollywood Coca Cola
PO Box 403390
Atlanta, GA 30384-3390

Colonial Life Processing Center
PO Box 1365
Columbia, SC 29202-1365

Direct TV
P.O. Box 60036
Los Angeles, CA 90060-0036

El Gran Chef, LLC
11111 Bioscayne Blvd., Unit 1217
Miami, FL 33181

First Insurance Funding Corp.
PO Box 66468
Chicago, IL 60666

FPL
General Mail Facility
Miami, FL 33188-0001

Fresh Air
20815 NE 16 Ave B-23
Miami, FL 33179

Hotel Nash, LLC
1433 Collins Avenue
Miami Beach, FL 33139

Lowndes, Drosdick, Doster, Kantor & Reed
Professional Association
PO Box 2809
Orlando, FL 32802-2809

Main USA Corporation
8549 NW 68 Street
Miami, FL 33166

Nice n Green, Inc.
PO Box 450277
Miami, FL 33245

One Group Services, LLC
8004 NW 154th, Suite 179

Pardo Gainsburg, P.L.
200 SE 1st Street
Suite 700
Miami, FL 33131

Philip Solomon
3129 N 29th Avenue
Hollywood, FL 33020

Property Tax Adjusters, Inc.
4770 Biscayne Blvd, Suite 1100
Miami, FL 33137

Restored Digital Solutions
5703 NW 35th Avenue
Miami, FL 33142

Sharp Management Group
1433 Collins Avenue
Miami Beach, FL 33139

Sysco Food Services
P.O. Box 64000-A
Miami, FL 33164

TECO
PO Box 31017
Tampa, FL 33631-3017

Uniwasher, Inc.
1155 West 22nd Street
Hialeah, FL 33010

Venere UK Ltd.
PO Box 840800
Dallas, TX 75284-0400

Windstream Communications
PO Box 1283
Buffalo, NY 14240-1283

Aflac
1932 Wynnton Rd
Columbus, GA 31999

Cintas Corporation
PO Box 630803
Cincinnati, OH 45263

Heartland Business Credit Leasing
Services Department
202
Denver, CO 80291-0202

Philadelphia Insurance Companies
PO Box 70251
Philadelphia, PA 19176-0251

Brian Scheinblum
210 N. Coconut Lane
Miami Beach, FL 33139

Cambean Hospitality LLC
1433 Collins Avenue
Miami Beach, FL 33139

Michael Sabet
5560 Collins Avenue
Miami Beach, FL 33140

Brian & Eve Scheinblum
210 N. Coconut Lane
Miami Beach, FL 33139

Philip Solomon Living Trust
501 Hibiscus Drive
Hallandale, FL 33009

Sabet Family Limited Partnership, LLP
5151 Collins Avenue, Unit 1727
Miami Beach, FL 33140

UNITED STATES BANKRUPTCY COURT

Southern District of Florida
www.flsb.uscourts.gov

In Re:
Carlton Hotel, LLC

Case Number
Chapter 11

Debtor(s) /

DECLARATION UNDER PENALTY OF PERJURY TO ACCOMPANY PETITIONS, SCHEDULES, FILING FEE APPLICATIONS AND STATEMENTS FILED ELECTRONICALLY

Note: This declaration must be filed with each electronically filed initial petition or amended petition and must contain the imaged signature of the debtor. This declaration must also be filed with an initial schedule, Application to Pay Filing Fee in Installments, Application for Waiver of the Chapter 7 Filing Fee, SFA, Statement of Social Security Number, or Statement of Current Monthly Income (OBF 22) not filed with the initial petition or any amended schedules, SFA, Statement of Social Security Number, and/or Statement of Current Monthly Income (OBF 22) unless these documents contain an imaged signature of the debtor(s).

Check all documents that apply to this declaration

- Application by Individual Debtor to Pay Filing Fee in Installments
Voluntary petition signed by me on September 4, 2012
Schedules signed by me on September 4, 2012
Statement of Financial Affairs signed by me on September 4, 2012
Statement of Social Security Number(s) signed by me on September 4, 2012
Statement of Current Monthly Income (OBF 22) signed by me on September 4, 2012
Application for Waiver of the Chapter 7 Filing Fee for Individuals Who Cannot Pay the Filing Fee in Full or in Installments
Amended voluntary petition signed by me on
Amended schedules signed by me on
Amended Statement of Financial Affairs signed by me on
Amended Statement of Social Security Number(s) signed by me on
Amended Statement of Current Monthly Income (OBF 22) signed by me on

I, Brian Scheinblum, the undersigned debtor(s) hereby declare under penalty of perjury as follows:

- 1. I have reviewed and signed the original(s) of the document(s) identified above and the information contained in the Verified Document(s) is true and correct to the best of my knowledge and belief.
2. I understand that Verified Document(s) filed in electronic form shall be treated for all purposes (both civil and criminal, including penalties of perjury) in the same manner as though signed or subscribed.
3. I understand that the Verified Document(s) will be filed by my attorney in electronic form in connection with the above captioned case and that I have received and reviewed copies of the Verified Document(s) I have signed.
4. I understand that my attorney is required by the court to retain the original signed Verified Document(s) for five years from date of discharge, dismissal or the conclusion of any pending appeals in this case and provide these documents to the court upon request at any time.

Signature of Debtor
(If non individual, authorized corporate representative)

Brian Scheinblum, Managing Member
Print or Type Name (and title if applicable)

Geoffrey S Aaronson 349623
Print or Type Name of Attorney for Debtor

Signature of Joint Debtor (if applicable)

Print Name

786-594-3000
Phone: