

B1 (Official Form 1)(12/11)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Northfield Apartments, L.P.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Willow Point Apartments I	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) 64-0847973	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): 348 Enterprise Drive Valdosta, GA ZIP Code 31601	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Lowndes	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 755 Glencross Drive Jackson, MS 39206	

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 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.)	Nature of Business (Check one box) <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	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).
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Statistical/Administrative Information *** David E. Mullis 529155 *** <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 checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
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 checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Northfield Apartments, L.P.</p>
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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>
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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):
Northfield Apartments, L.P.

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/ David E. Mullis
Signature of Attorney for Debtor(s)

David E. Mullis 529155
Printed Name of Attorney for Debtor(s)

David E. Mullis, PC
Firm Name

2301 Mimosa Drive
Valdosta, GA 31602

Address

Email: dmullis@businesslawhelp.com
229-245-8817 Fax: 229-245-1515

Telephone Number

January 10, 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/ Cynamon Willis
Signature of Authorized Individual

Cynamon Willis
Printed Name of Authorized Individual

Manager
Title of Authorized Individual

January 10, 2012
Date

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

In re Northfield Apartments, L.P.
Debtor(s)

Case No. _____

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>

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

I, the Manager 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 January 10, 2012

Signature /s/ Cynamon Willis
Cynamon Willis
Manager

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

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

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

In re Northfield Apartments, L.P.,
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	2,825,000.00		
B - Personal Property	Yes	4	303,386.38		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		2,748,388.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		565,137.00	
G - Executory Contracts and Unexpired Leases	Yes	9			
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		21			
		Total Assets	3,128,386.38		
			Total Liabilities	3,313,525.00	

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

In re Northfield Apartments, L.P.,
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 Northfield Apartments, L.P. 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
Willow Point Apartments - 120 Units 755 Glencross Drive Jackson, MI 39206	Fee Simple	-	2,825,000.00	2,748,387.00

Sub-Total > **2,825,000.00** (Total of this page)
 Total > **2,825,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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

In re Northfield Apartments, L.P., 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 petitioner 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		Petty Cash	-	200.00
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 - Operating	-	155,222.38
		Security Deposit Account	-	24,461.00
		Prepaid - Property and General Liability Insurance	-	5,858.00
		Prepaid Other	-	800.00
		Property Tax Escrow	-	1,099.00
		Prepaid Insurance - other	-	250.00
		Prepaid Administrative Fee/Letter of Credit	-	2,360.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Replacement Reserve Fund	-	24,206.00
		Utility Deposit	-	3,273.00
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 >	217,729.38
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Northfield Apartments, L.P.

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
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.		Tenant	-	19,532.00
		Other	-	10,835.00
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 >	30,367.00
			(Total of this page)	

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

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

In re Northfield Apartments, L.P.

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
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			
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, Fixtures and Equipment	-	55,290.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
			Sub-Total >	55,290.00
			(Total of this page)	

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

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

In re Northfield Apartments, L.P., 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
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 >	303,386.38

(Report also on Summary of Schedules)

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

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

In re Northfield Apartments, L.P.

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.		Secured						
Creditor #: 1 U.S. Bank National Association Trustee for Morgan Stanley Capital I Inc 425 Walnut Street Cincinnati, OH 45202		Willow Point Apartments I 755 Glencross Drive Jackson, Mississippi 39206 The claim amount includes \$2,432,089 P&I plus \$294,919 in accrued interest					2,748,388.00	0.00
		Value \$ 2,825,000.00						
Account No.		Original Creditor/Collection U.S. Bank National Association					Notice Only	
C-III Asset Management, LLC 5221 North O'Connor Blvd Suite 600 Irving, TX 75039								
		Value \$						
Account No.		Original Creditor/Collection U.S. Bank National Association					Notice Only	
C-III Asset Management, LLC c/o CT Corporation System 350 N. St. Paul Street, Ste 2900 Dallas, TX 75201-4234								
		Value \$						
Account No.		Original Creditor/Collection U.S. Bank National Association					Notice Only	
Morgan Stanley Capital I Inc c/o United States Corporation Company 2711 Centerville Road Suite 400 Wilmington, DE 19808								
		Value \$						
Subtotal							2,748,388.00	0.00
(Total of this page)								

2 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Northfield Apartments, L.P.

Case No. _____

Debtor

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.								
U.S Bancorp Office of Corporate Secretary BC-MN-H210 800 Nicollet Mall Minneapolis, MN 55402-4302							Notice Only	
			Value \$					
Account No.								
U.S Bank 60 Livingston Avenue EP-MN-WS3D Saint Paul, MN 55107							Notice Only	
			Value \$					
Account No.								
U.S. Bank National Association c/o Forman Perry Watkins Krutz & Tardy LLP P.O. Box 22608 Jackson, MS 39225-2608							Notice Only	
			Value \$					
Account No.								
Wells Fargo & Company c/o Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, DE 19808							Notice Only	
			Value \$					
Account No.								
Wells Fargo & Company c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801							Notice Only	
			Value \$					
Subtotal							0.00	0.00
(Total of this page)								

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Northfield Apartments, L.P., 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.								
Wells Fargo Bank, National Association 101 N. Phillips Avenue Sioux Falls, SD 57104			Original Creditor/Collection U.S. Bank National Association				Notice Only	
			Value \$					
Account No.								
Wells Fargo Bank, National Association c/o Corporation Service Company 2730 Gateway Oaks Drive Suite 100 Sacramento, CA 95833			Original Creditor/Collection U.S. Bank National Association				Notice Only	
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							0.00	0.00
Total (Report on Summary of Schedules)							2,748,388.00	0.00

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Northfield Apartments, L.P.

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

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

In re Northfield Apartments, L.P.

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. Creditor #: 1 Ambling Management Company, LLC 348 Enterprise Drive Valdosta, GA 31601	-	Management Fees These are accrued but unpaid management fees due to this creditor				77,874.00
Account No. Creditor #: 2 Ambling Property Investments, LLC 348 Enterprise Drive Valdosta, GA 31601	-	General Partner Loans No Interest/Cash flow only payments	X			320,864.00
Account No. Creditor #: 3 API GP Holdings, LLC 348 Enterprise Road Valdosta, GA 31601	-	Accrued Partnership Management Fees No Interest/Cash flow only payments	X			75,000.00
Account No. Creditor #: 4 BCTC 94, Inc. One Boston Place Suite 2100 Boston, MA 02108-4406	-	Accrued Asset Management Fee No interest/cash flow only payments	X			80,000.00
Subtotal (Total of this page)						553,738.00

1 continuation sheets attached

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

In re Northfield Apartments, L.P., 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	C O N T I N G U 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. Creditor #: 5 Comcast Cable 4200 International Parkway Carrollton, TX 75007-1912		-	2009 cable service			11,097.00	
Account No. Comcast Cable P.O. Box 105257 Atlanta, GA 30348			Original Creditor/Collection Comcast Cable			Notice Only	
Account No. Creditor #: 6 Kentwood Springs 5660 New Northside Drive Atlanta, GA 30328		-	2009 Water Service			302.00	
Account No.							
Account No.							
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	11,399.00
						Total (Report on Summary of Schedules)	565,137.00

In re Northfield Apartments, L.P., 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.
Alecia Hackler 755 Glencross Dr. Apt. Q120 Jackson, MS 39206	Lessor - Apartment Lease
Aleta Washington 755 Glencross Dr. Apt. C3 Jackson, MS 39206	Lessor - Apartment Lease
Alisha Mosley 755 Glencross Dr. Apt. G39 Jackson, MS 39206	Lessor - Apartment Lease
Alisha Winder 755 Glencross Dr. Apt. C4 Jackson, MS 39206	Lessor - Apartment Lease
Antoniette Davis 755 Glencross Dr. Apt. K68 Jackson, MS 39206	Lessor - Apartment Lease
Ashley Christain 755 Glencross Dr. Q118 Jackson, MS 39206	Lessor - Apartment Lease
Ashley Jones 755 Glencross Dr. Apt. P107 Jackson, MS 39206	Lessor - Apartment Lease
Ashley Mason 755 Glencross Dr. Apt. J59 Jackson, MS 39206	Lessor - Apartment Lease
Ashley Webb 755 Glencross Dr. Apt. Q116 Jackson, MS 39206	Lessor - Apartment Lease
Ashley Williams 755 Glencross Dr. Apt. Q119 Jackson, MS 39206	Lessor - Apartment Lease
Barbara Burnside 755 Glencross Dr. Apt. J61 Jackson, MS 39206	Lessor - Apartment Lease
Barbara Morris 755 Glencross Dr. Apt. P108 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P., Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Bennie Clincy 755 Glencross Dr. Apt. C6 Jackson, MS 39206	Lessor - Apartment Lease
Bertha Johnson 755 Glencross Dr. Apt. L80 Jackson, MS 39206	Lessor - Apartment Lease
Brianca Thrasher 755 Glencross Dr. Apt. F25 Jackson, MS 39206	Lessor - Apartment Lease
Chante Gray 755 Glencross Dr. Apt. H44 Jackson, MS 39206	Lessor - Apartment Lease
Charlene Carey 755 Glencross Dr. Apt. F28 Jackson, MS 39206	Lessor - Apartment Lease
Christine Smith 755 Glencross Dr. Apt. C8 Jackson, MS 39206	Lessor - Apartment Lease
Christon Stiff 755 Glencross Dr. Apt. N89 Jackson, MS 39206	Lessor - Apartment Lease
Clemon Jones 755 Glencross Dr. Apt. K65 Jackson, MS 39206	Lessor - Apartment Lease
Constance Marshall 755 Glencross Dr. Apt. G36 Jackson, MS 39206	Lessor - Apartment Lease
Crystal Gray 755 Glencross Dr. Apt. G37 Jackson, MS 39206	Lessor - Apartment Lease
Curtronesia Murphy 755 Glencross Dr. Apt. Q117 Jackson, MS 39206	Lessor - Apartment Lease
Darryl Anderson 755 Glencross Dr. P106 Jackson, MS 39206	Lessor - Apartment Lease
Delisha Townsend 755 Glencross Dr. Apt. I56 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P. Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Denequa Richardson 755 Glencross Dr. Apt. D16 Jackson, MS 39206	Lessor - Apartment Lease
Earlies Jefferson 755 Glencross Dr. Apt. E23 Jackson, MS 39206	Lessor - Apartment Lease
Ebony Porter 755 Glencross Dr. Apt. E21 Jackson, MS 39206	Lessor - Apartment Lease
Edwin Lott 755 Glencross Dr. Apt. Q114 Jackson, MS 39206	Lessor - Apartment Lease
Eleanor Crowell 755 Glencross Dr. Apt. H45 Jackson, MS 39206	Lessor - Apartment Lease
Eric Nelson 755 Glencross Dr. Apt. M88 Jackson, MS 39206	Lessor - Apartment Lease
Erica Bridges 755 Glencross Dr. Apt. P105 Jackson, MS 39206	Lessor - Apartment Lease
Ethel Moore 755 Glencross Dr. Apt. L74 Jackson, MS 39206	Lessor - Apartment Lease
Eurydice Brinson 755 Glencross Dr. Apt. P110 Jackson, MS 39206	Lessor - Apartment Lease
Ida Carson 755 Glencross Dr. Apt. K70 Jackson, MS 39206	Lessor - Apartment Lease
Ignacio Zambrano 755 Glencross Dr. Apt. J57 Jackson, MS 39206	Lessor - Apartment Lease
JacQueline Kelly 755 Glencross Dr. Apt. M86 Jackson, MS 39206	Lessor - Apartment Lease
Janise Fields 755 Glencross Dr. Apt. K69 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P., Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Jeanetta March 755 Glencross Dr. Apt. I50 Jackson, MS 39206	Lessor - Apartment Lease
Jeanie Pippins 755 Glencross Dr. Apt. M81 Jackson, MS 39206	Lessor - Apartment Lease
Jeffery Johnson 755 Glencross Dr. Apt. D11 Jackson, MS 39206	Lessor - Apartment Lease
Jeremy Mcinnis 755 Glencross Dr. Apt. K66 Jackson, MS 39206	Lessor - Apartment Lease
Jeremy Winters 755 Glencross Dr. Apt. J62 Jackson, MS 39206	Lessor - Apartment Lease
Jessica Branch 755 Glencross Dr. Apt. I51 Jackson, MS 39206	Lessor - Apartment Lease
JeToya Bishop 755 Glencross Dr. Apt. D14 Jackson, MS 39206	Lessor - Apartment Lease
Johnessa Cotton 755 Glencross Dr. Apt. O104 Jackson, MS 39206	Lessor - Apartment Lease
Joseph Sirs 755 Glencross Dr. Apt. D13 Jackson, MS 39206	Lessor - Apartment Lease
Joyce Landfair 755 Glencross Dr. Apt. C2 Jackson, MS 39206	Lessor - Apartment Lease
Katherine Lee 755 Glencross Dr. Apt. D15 Jackson, MS 39206	Lessor - Apartment Lease
Katie Lewis 755 Glencross Dr. Apt. J60 Jackson, MS 39206	Lessor - Apartment Lease
Kay Brent 755 Glencross Dr. Apt. H43 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P. Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Keisha Roberts 755 Glencross Dr. Apt. H42 Jackson, MS 39206	Lessor - Apartment Lease
Kendrick Craft 755 Glencross Dr. Apt. M87 Jackson, MS 39206	Lessor - Apartment Lease
Krystal Minor 755 Glencross Dr. Apt. E20 Jackson, MS 39206	Lessor - Apartment Lease
Lajeane Johnson 755 Glencross Dr. Apt. D9 Jackson, MS 39206	Lessor - Apartment Lease
Latasha Glasper 755 Glencross Dr. Apt. O103 Jackson, MS 39206	Lessor - Apartment Lease
Latrice Harris 755 Glencross Dr. Apt. P109 Jackson, MS 39206	Lessor - Apartment Lease
Lillie Davis 755 Glencross Dr. Apt. C1 Jackson, MS 39206	Lessor - Apartment Lease
Lisa Gibson 755 Glencross Dr. Apt. P111 Jackson, MS 39206	Lessor - Apartment Lease
Loretta Rufus 755 Glencross Dr. Apt. I52 Jackson, MS 39206	Lessor - Apartment Lease
Magnolia Sulton 755 Glencross Dr. Apt. J64 Jackson, MS 39206	Lessor - Apartment Lease
Mahogany Smart 755 Glencross Dr. Apt. I53 Jackson, MS 39206	Lessor - Apartment Lease
Marquisia McGee 755 Glencross Dr. Apt. K67 Jackson, MS 39206	Lessor - Apartment Lease
McAurthur West 755 Glencross Dr. Apt. M82 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P., Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Mechelle Baldwin 755 Glencross Dr. Apt. L75 Jackson, MS 39206	Lessor - Apartment Lease
Menca Stewart 755 Glencross Dr. Q 113 Jackson, MS 39206	Lessor - Apartment Lease
Misty Henderson 755 Glencross Dr. Apt. N91 Jackson, MS 39206	Lessor - Apartment Lease
Monica Tanner 755 Glencross Dr. Apt. H47 Jackson, MS 39206	Lessor - Apartment Lease
Nancy Smith 755 Glencross Dr. Apt. H46 Jackson, MS 39206	Lessor - Apartment Lease
Naomi Dobson 755 Glencross Dr. Apt. J58 Jackson, MS 39206	Lessor - Apartment Lease
Naomi Johnson 755 Glencross Dr. Apt. G34 Jackson, MS 39206	Lessor - Apartment Lease
Olivia Champion 755 Glencross Dr. Apt. C5 Jackson, MS 39206	Lessor - Apartment Lease
Pamela Carter 755 Glencross Dr. Apt. N96 Jackson, MS 39206	Lessor - Apartment Lease
Precetia Studaway 755 Glencross Dr. Apt. Jackson, MS 39206	Lessor - Apartment Lease
Quanza Armstrong 755 Glencross Dr. O101 Jackson, MS 39206	Lessor - Apartment Lease
Racklyian Simmons 755 Glencross Dr. Apt. C7 Jackson, MS 39206	Lessor - Apartment Lease
Rashanda Coleman 755 Glencross Dr. Apt. M84 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P., Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Renee Murry 755 Glencross Dr. Apt. N90 Jackson, MS 39206	Lessor - Apartment Lease
Rose McGowan 755 Glencross Dr. Apt. F32 Jackson, MS 39206	Lessor - Apartment Lease
Sandra Johnson 755 Glencross Dr. Apt. N95 Jackson, MS 39206	Lessor - Apartment Lease
Savithe Miller 755 Glencross Dr. Apt. K72 Jackson, MS 39206	Lessor - Apartment Lease
Shakettia Haralson 755 Glencross Dr. Apt. P112 Jackson, MS 39206	Lessor - Apartment Lease
Shanda Thompson 755 Glencross Dr. Apt. H41 Jackson, MS 39206	Lessor - Apartment Lease
Shaneesha Lee 755 Glencross Dr. Apt. G40 Jackson, MS 39206	Lessor - Apartment Lease
Sharon Brown 755 Glencross Dr. Apt. L77 Jackson, MS 39206	Lessor - Apartment Lease
Shonda Lee 755 Glencross Dr. Apt. E18 Jackson, MS 39206	Lessor - Apartment Lease
Stephanie Yowk 755 Glencross Dr. Apt. E18 Jackson, MS 39206	Lessor - Apartment Lease
Sylvia Holmes Collier 755 Glencross Dr. Apt. O100 Jackson, MS 39206	Lessor - Apartment Lease
Takiya Plain 755 Glencross Dr. Apt. F27 Jackson, MS 39206	Lessor - Apartment Lease
Tanisha Brown 755 Glencross Dr. Apt. E17 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P. Case No. _____
 Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
TaQuilla Haralson 755 Glencross Dr. Apt. K71 Jackson, MS 39206	Lessor - Apartment Lease
Tehitia Brown 755 Glencross Dr. Apt. H 48 Jackson, MS 39206	Lessor - Apartment Lease
Theresa Jackson 755 Glencross Dr. Apt. E22 Jackson, MS 39206	Lessor - Apartment Lease
Tiffany Conway 755 Glencross Dr. Apt. D12 Jackson, MS 39206	Lessor - Apartment Lease
Tiffany Greer 755 Glencross Dr. Apt. G38 Jackson, MS 39206	Lessor - Apartment Lease
Tonesha Smith 755 Glencross Dr. Apt. M85 Jackson, MS 39206	Lessor - Apartment Lease
Toni Jackson 755 Glencross Dr. Apt. E24 Jackson, MS 39206	Lessor - Apartment Lease
Veronica Beal 755 Glencross Dr. Apt. O97 Jackson, MS 39206	Lessor - Apartment Lease
Virgia Love 755 Glencross Dr. Apt. F32 Jackson, MS 39206	Lessor - Apartment Lease
Wanda Wilson 755 Glencross Dr. Apt. N91 Jackson, MS 39206	Lessor - Apartment Lease
William Dukes 755 Glencross Dr. Apt. M83 Jackson, MS 39206	Lessor - Apartment Lease
Wilmetta Rogers 755 Glencross Dr. Apt. D10 Jackson, MS 39206	Lessor - Apartment Lease
Yolanda Beamon 755 Glencross Dr. Apt. G35 Jackson, MS 39206	Lessor - Apartment Lease

In re Northfield Apartments, L.P., Case No. _____
Debtor

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Yolanda Nichols 755 Glencross Dr. Apt. 149 Jackson, MS 39206	Lessor - Apartment Lease

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

In re Northfield Apartments, L.P.
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
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0 continuation sheets attached to Schedule of Codebtors

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

In re Northfield Apartments, L.P.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager 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 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date January 10, 2012

Signature /s/ Cynamon Willis
Cynamon Willis
Manager

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

B7 (Official Form 7) (04/10)

United States Bankruptcy Court Middle District of Georgia

In re Northfield Apartments, L.P.

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.)

Table with 2 columns: AMOUNT and SOURCE. Rows include 2009, 2010, and 2011 Gross Rental Income, and 2012 Gross Rental and Accounts Receivable Income.

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
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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
Ameri-Scrapes Mississippi, Inc. P.O. Box 921346 Norcross, GA 30010	90 days	\$6,100.52	\$0.00
City Services 350 W. Woodrow Wilson Drive Jackson, MS 39213	90 days	\$25,329.11	\$0.00
Entergy Louisiana LLC 417 Pride Drive Hammond, LA 70401-9517	90 days	\$5,956.40	\$0.00
U.S. Premium Finance 3169 Holcomb Bridge Road Suite 206 Norcross, GA 30071	90 days	\$7,809.54	\$0.00
Wilmar P.O. Box 404284 Atlanta, GA 30384-4284	90 days	\$11,410.06	\$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.)

* 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.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Ambling Property Investments Foundation 348 Enterprise Drive Valdosta, GA 31601 Affiliate Company	12 months Employee funded only thru payroll deduction for backpack program for children	\$24.30	\$0.00
Ambling Co. Smart Flex Plan 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimbursement for Smart Flex	\$735.16	\$0.00
Ambling Companies 348 Enterprise Dr. Valdosta, GA 31601 Affiliate	12 months Bank Fees/Analysis account	\$129.00	\$0.00
Ambling Companies Major Medical Plan 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimbursement for Health Insurance, Dental, vision, and LT/ST disability	\$15,047.72	\$0.00
Ambling Companies, Inc 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimbursement for billback, health insurance, dental, vision, life insurance	\$16,235.13	\$0.00
Ambling Companies, Inc 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months 401k, workers comp, aflac, ID theft policies	\$3,329.46	\$0.00
Ambling Management Company, LLC 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Management Fees and Billbacks	\$21,071.87	\$0.00
Ambling Property Investments, LLC 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimburseables for insurance, 401k, other employee benefits	\$18,541.64	\$0.00
Ambling Property Investments, LLC 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimbursement for payroll	\$41,827.76	\$0.00
Ambling Companies, Inc 348 Enterprise Drive Valdosta, GA 31601 Affiliate	12 months Reimbursement for Payroll	\$35,112.34	\$0.00

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 U.S. Bank National Association (As Trustee for Morgan Stanley Capital I, Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-IQ9) vs. Northfield Apartments, L.P. and Northfield Apartments II, L.P. Civil Action No. 2011-2178 W/4	NATURE OF PROCEEDING Petition to Appoint Receiver	COURT OR AGENCY AND LOCATION In the Chancery Court of Hinds County, Mississippi, First Judicial District	STATUS OR DISPOSITION Pending with hearing scheduled for 1:30pm January 12, 2012
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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
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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 U.S. Bank National Association Trustee for Morgan Stanley Capital I Inc 425 Walnut Street Cincinnati, OH 45202	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN Set for January 24, 2012	DESCRIPTION AND VALUE OF PROPERTY Foreclosure is set for January 24, 2012 by Robert C. Hutchison, Substituted Trustee, Forman Perry Watkins Krutz & Tardy, LLP, 200 South Lamar Street, Suite 100, Jackson, MI 39201; 601-960-8600 for property known as Willow Point I located at 755 Glencross Drive, Jackson, MI 39206.
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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
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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
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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
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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
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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
David E. Mullis 2301 Mimosa Drive Valdosta, GA 31602	January 09, 2012	\$1,046 Chapter 11 filing fee \$15,000 Attorneys Fee Retainer Attorney earned \$4,984.25 attorneys fees and out of pocket expenses from this \$15,000.00 retainer fee pre-petition. Attorney holds in trust the remainder of \$10,015.00.

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
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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
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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
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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
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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.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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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
Northfield Apartments, L.P.	64-0847973	348 Enterprise Drive Valdosta, GA 31601	Apartment Ownership, Operation and Management	January 26, 1994 to present

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
Northfield Apartments, L.P. 348 Enterprise Drive
Valdosta, GA 31601

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
Cynamon Willis
348 Enterprise Drive
Valdosta, GA 31601

DATES SERVICES RENDERED
Accounting records for Debtor have been maintained by the accounting department of Ambling Management Company of same address. There is an accountant and an AP clerk assigned to this property. Additionally, there is a Controller and AP Manager that oversees the employees assigned to the property within the accounting department.

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
Novogradac & Company, LLP 2325 Lakeview Parkway
Suite 450
Alpharetta, GA 30009

DATES SERVICES RENDERED
The Audit Reports and Tax Returns for Debtor have been prepared by Novogradac & Company, LLP for the periods ended 12/31/2009 and 12/31/2010. Novogradac LLP is a Certified Public Accounting firm located in Alpharetta, GA.

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)
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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
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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
W. Point, LLC 348 Enterprise Drive Valdosta, GA 31601	General Partner	General Partnership Interest
Boston Capital Tax Credit Fund IV, L.P.	Limited Partner	Limited Partnership Interest
BCTC 94, Inc.	Limited Partner	Limited Partnership Interest
API GP Holdings, LLC 348 Enterprise Road Valdosta, GA 31601	100% owner of W. Point, LLC	
API Holdings, LLC 348 Enterprise Drive Valdosta, GA 31601	99% owner of API GP Holdings, LLC	
API Special Manager, LLC 348 Enterprise Drive Valdosta, GA 31601	1% owner of API GP Holdings, LLC	
API Property Investments, LLC 348 Enterprise Drive Valdosta, GA 31601	100% owner of API Holdings, LLC and 100% owner of API Special Manager, LLC	
Michael H. Godwin 348 Enterprise Drive Valdosta, GA 31601	89.95% owner of Ambling Property Investments, LLC	
Rob Anderson 348 Enterprise Drive Valdosta, GA 31601	5.25% owner of Ambling Property Investments, LLC	

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
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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.

<p>NAME Ambling Property Investments, LLC</p>	<p>ADDRESS 348 Enterprise Drive Valdosta, GA 31601</p>	<p>DATE OF WITHDRAWAL On June 30, 2011, Ambling Property Investments, LLC changed its ownership from Mike Godwin (37.77%), Ryan Holmes (28.22%), Rob Anderson (5.36%), Cynamon Willis (5.69%), Rhett Holmes (16.38%), Charles Perry (1.39%), Kim Barkwell (2.39%) and Hugh Hodge (2.39%) to Mike Godwin (89.95%), Rob Anderson (5.27%), Kimberly Barkwell (2.39%) and James Hodge (2.39%).</p>
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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
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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
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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)
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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)
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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 January 10, 2012

Signature /s/ Cynamon Willis
Cynamon Willis
Manager

[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 Georgia

In re Northfield Apartments, L.P.

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:

Table with 2 columns: Description and Amount. Rows include: For legal services, I have agreed to accept (\$ 10,015.75); Prior to the filing of this statement I have received (\$ 0.00); Balance Due (\$ 10,015.75).

2. \$ 1,046.00 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):

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]

Attorney was paid pre-petition a total of \$4,984.25 for attorneys fees and out-of-pocket expenses and \$1,046 for filing fees out of a \$16,046.00 retainer that was received by attorney on January 09, 2012. The remaining retainer fee is \$10,015.75. Attorney holds the disclosed remaining fee in trust as a retainer against which Attorney will bill for all legal services and expenses necessary for representation of the Debtor in all issues related to the successful reorganization of the Debtor through Chapter 11 bankruptcy subject to approval by this Court. Fees and out-of-pocket expenses will be charged against the retainer at \$250.00 per hour for legal services plus actual out-of-pocket expenses. Furthermore, all additional attorney fees and expenses in excess of the retainer will be billed directly to the Debtor subject to approval by this Court.

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

In the absence of a conflict of interest, which Attorney does not anticipate, or exclusion by order of this court upon proper motion, no legal services are excluded.

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: January 10, 2012

/s/ David E. Mullis

David E. Mullis 529155
David E. Mullis, PC
2301 Mimosa Drive
Valdosta, GA 31602
229-245-8817 Fax: 229-245-1515
dmullis@businesslawhelp.com

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

In re Northfield Apartments, L.P.,
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
BCTC 94, Inc. One Boston Place Suite 2100 Boston, MA 02108-4406	Special Limited Partner	0.00%	Limited Partnership Interest
Boston Capital Tax Credit Fund IV, L.P. One Boston Place Suite 2100 Boston, MA 02108-4406	Limited Partner of Debtor	99.99%	Limited Partnership Interest
W. Point, LLC 348 Enterprise Drive Valdosta, GA 31601	General Partner of Debtor	.01%	Limited Partnership General Partner

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager 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 January 10, 2012

Signature /s/ Cynamon Willis
Cynamon Willis
Manager

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

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

In re Northfield Apartments, L.P.

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager 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: January 10, 2012

/s/ Cynamon Willis

Cynamon Willis/Manager

Signer/Title

I, David E. Mullis 529155, counsel for the petitioner(s) in the above-styled bankruptcy action, declare that the attached Master Address List consisting of 5 page(s) has been verified by comparison to Schedules D through H to be complete, to the best of my knowledge. I further declare that the attached Master Address List can be relied upon by the Clerk of Court to provide notice to all creditors and parties in interest as related to me by the debtor(s) in the above-styled bankruptcy action until such time as any amendments may be made.

Date: January 10, 2012

/s/ David E. Mullis

Signature of Attorney

David E. Mullis 529155

David E. Mullis, PC

2301 Mimosa Drive

Valdosta, GA 31602

229-245-8817 Fax: 229-245-1515

Georgia Department of Revenue
1800 Century Blvd. NE Suite 1175
Atlanta, GA 30345-3218

U.S. Trustee - MAC
440 Martin Luther King Jr., Suite 302
Macon, GA 31201

United States Attorney
Attn: Barbara Parker
P.O. Box 1702
Macon, GA 31202-1702

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19101-7346

Alecia Hackler
755 Glencross Dr. Apt. Q120
Jackson, MS 39206

Aleta Washington
755 Glencross Dr. Apt. C3
Jackson, MS 39206

Alisha Mosley
755 Glencross Dr. Apt. G39
Jackson, MS 39206

Alisha Winder
755 Glencross Dr. Apt. C4
Jackson, MS 39206

Ambling Management Company, L
348 Enterprise Drive
Valdosta, GA 31601

Ambling Property Investments, LLC
348 Enterprise Drive
Valdosta, GA 31601

Antionette Davis
755 Glencross Dr. Apt. K68
Jackson, MS 39206

API GP Holdings, LLC
348 Enterprise Road
Valdosta, GA 31601

Ashley Christain
755 Glencross Dr. Q118
Jackson, MS 39206

Ashley Jones
755 Glencross Dr. Apt. P107
Jackson, MS 39206

Ashley Mason
755 Glencross Dr. Apt. J59
Jackson, MS 39206

Ashley Webb
755 Glencross Dr. Apt. Q116
Jackson, MS 39206

Ashley Williams
755 Glencross Dr. Apt. Q119
Jackson, MS 39206

Barbara Burnside
755 Glencross Dr. Apt. J61
Jackson, MS 39206

Barbara Morris
755 Glencross Dr. Apt. P108
Jackson, MS 39206

BCTC 94, Inc.
One Boston Place
Suite 2100
Boston, MA 02108-4406

Bennie Clincy
755 Glencross Dr. Apt. C6
Jackson, MS 39206

Bertha Johnson
755 Glencross Dr. Apt. L80
Jackson, MS 39206

Brianca Thrasher
755 Glencross Dr. Apt. F25
Jackson, MS 39206

C-III Asset Management, LLC
5221 North O'Connor Blvd
Suite 600
Irving, TX 75039

C-III Asset Management, LLC
c/o CT Corporation System
350 N. St. Paul Street, Ste 2900
Dallas, TX 75201-4234

Chante Gray
755 Glencross Dr. Apt. H44
Jackson, MS 39206

Charlene Carey
755 Glencross Dr. Apt. F28
Jackson, MS 39206

Christine Smith
755 Glencross Dr. Apt. C8
Jackson, MS 39206

Christon Stiff
755 Glencross Dr. Apt. N89
Jackson, MS 39206

Clemon Jones
755 Glencross Dr. Apt. K65
Jackson, MS 39206

Comcast Cable
4200 International Parkway
Carrollton, TX 75007-1912

Comcast Cable
P.O. Box 105257
Atlanta, GA 30348

Constance Marshall
755 Glencross Dr. Apt. G36
Jackson, MS 39206

Crystal Gray
755 Glencross Dr. Apt. G37
Jackson, MS 39206

Curtronesia Murphy
755 Glencross Dr. Apt. Q117
Jackson, MS 39206

Darryl Anderson
755 Glencross Dr. P106
Jackson, MS 39206

Delisha Townsend
755 Glencross Dr. Apt. I56
Jackson, MS 39206

Denequa Richardson
755 Glencross Dr. Apt. D16
Jackson, MS 39206

Earlies Jefferson
755 Glencross Dr. Apt. E23
Jackson, MS 39206

Ebony Porter
755 Glencross Dr. Apt. E21
Jackson, MS 39206

Edwin Lott
755 Glencross Dr. Apt. Q114
Jackson, MS 39206

Eleanor Crowell
755 Glencross Dr. Apt. H45
Jackson, MS 39206

Eric Nelson
755 Glencross Dr. Apt. M88
Jackson, MS 39206

Erica Bridges
755 Glencross Dr. Apt. P105
Jackson, MS 39206

Ethel Moore
755 Glencross Dr. Apt. L74
Jackson, MS 39206

Eurydice Brinson
755 Glencross Dr. Apt. P110
Jackson, MS 39206

Ida Carson
755 Glencross Dr. Apt. K70
Jackson, MS 39206

Ignacio Zambrano
755 Glencross Dr. Apt. J57
Jackson, MS 39206

JacQueline Kelly
755 Glencross Dr. Apt. M86
Jackson, MS 39206

Janise Fields
755 Glencross Dr. Apt. K69
Jackson, MS 39206

Jeanetta March
755 Glencross Dr. Apt. I50
Jackson, MS 39206

Jeanie Pippins
755 Glencross Dr. Apt. M81
Jackson, MS 39206

Jeffery Johnson
755 Glencross Dr. Apt. D11
Jackson, MS 39206

Jeremy Mcinnis
755 Glencross Dr. Apt. K66
Jackson, MS 39206

Jeremy Winters
755 Glencross Dr. Apt. J62
Jackson, MS 39206

Jessica Branch
755 Glencross Dr. Apt. I51
Jackson, MS 39206

JeToya Bishop
755 Glencross Dr. Apt. D14
Jackson, MS 39206

Johnessa Cotton
755 Glencross Dr. Apt. O104
Jackson, MS 39206

Joseph Sirs
755 Glencross Dr. Apt. D13
Jackson, MS 39206

Joyce Landfair
755 Glencross Dr. Apt. C2
Jackson, MS 39206

Katherine Lee
755 Glencross Dr. Apt. D15
Jackson, MS 39206

Katie Lewis
755 Glencross Dr. Apt. J60
Jackson, MS 39206

Kay Brent
755 Glencross Dr. Apt. H43
Jackson, MS 39206

Keisha Roberts
755 Glencross Dr. Apt. H42
Jackson, MS 39206

Kendrick Craft
755 Glencross Dr. Apt. M87
Jackson, MS 39206

Kentwood Springs
5660 New Northside Drive
Atlanta, GA 30328

Krystal Minor
755 Glencross Dr. Apt. E20
Jackson, MS 39206

Lajean Johnson
755 Glencross Dr. Apt. D9
Jackson, MS 39206

Latasha Glasper
755 Glencross Dr. Apt. O103
Jackson, MS 39206

Latrice Harris
755 Glencross Dr. Apt. P109
Jackson, MS 39206

Lillie Davis
755 Glencross Dr. Apt. C1
Jackson, MS 39206

Lisa Gibson
755 Glencross Dr. Apt. P111
Jackson, MS 39206

Loretta Rufus
755 Glencross Dr. Apt. I52
Jackson, MS 39206

Magnolia Sulton
755 Glencross Dr. Apt. J64
Jackson, MS 39206

Mahogany Smart
755 Glencross Dr. Apt. I53
Jackson, MS 39206

Marquisia McGee
755 Glencross Dr. Apt. K67
Jackson, MS 39206

McAurthor West
755 Glencross Dr. Apt. M82
Jackson, MS 39206

Mechelle Baldwin
755 Glencross Dr. Apt. L75
Jackson, MS 39206

Menca Stewart
755 Glencross Dr. Q 113
Jackson, MS 39206

Misty Henderson
755 Glencross Dr. Apt. N91
Jackson, MS 39206

Monica Tanner
755 Glencross Dr. Apt. H47
Jackson, MS 39206

Morgan Stanley Capital I Inc
c/o United States Corporation Company
2711 Centerville Road
Suite 400
Wilmington, DE 19808

Nancy Smith
755 Glencross Dr. Apt. H46
Jackson, MS 39206

Naomi Dobson
755 Glencross Dr. Apt. J58
Jackson, MS 39206

Naomi Johnson
755 Glencross Dr. Apt. G34
Jackson, MS 39206

Olivia Champion
755 Glencross Dr. Apt. C5
Jackson, MS 39206

Pamela Carter
755 Glencross Dr. Apt. N96
Jackson, MS 39206

Precetia Studaway
755 Glencross Dr. Apt.
Jackson, MS 39206

Quanza Armstrong
755 Glencross Dr. O101
Jackson, MS 39206

Racklyian Simmons
755 Glencross Dr. Apt. C7
Jackson, MS 39206

Rashanda Coleman
755 Glencross Dr. Apt. M84
Jackson, MS 39206

Renee Murry
755 Glencross Dr. Apt. N90
Jackson, MS 39206

Rose McGowan
755 Glencross Dr. Apt. F32
Jackson, MS 39206

Sandra Johnson
755 Glencross Dr. Apt. N95
Jackson, MS 39206

Savithe Miller
755 Glencross Dr. Apt. K72
Jackson, MS 39206

Shakettia Haralson
755 Glencross Dr. Apt. P112
Jackson, MS 39206

Shanda Thompson
755 Glencross Dr. Apt. H41
Jackson, MS 39206

Shaneesha Lee
755 Glencross Dr. Apt. G40
Jackson, MS 39206

Sharon Brown
755 Glencross Dr. Apt. L77
Jackson, MS 39206

Shonda Lee
755 Glencross Dr. Apt. E18
Jackson, MS 39206

Stephanie Yowk
755 Glencross Dr. Apt. E18
Jackson, MS 39206

Sylvia Holmes Collier
755 Glencross Dr. Apt. O100
Jackson, MS 39206

Takiya Plain
755 Glencross Dr. Apt. F27
Jackson, MS 39206

Tanesha Brown
755 Glencross Dr. Apt. E17
Jackson, MS 39206

TaQuilla Haralson
755 Glencross Dr. Apt. K71
Jackson, MS 39206

Tehitia Brown
755 Glencross Dr. Apt. H 48
Jackson, MS 39206

Theresa Jackson
755 Glencross Dr. Apt. E22
Jackson, MS 39206

Tiffany Conway
755 Glencross Dr. Apt. D12
Jackson, MS 39206

Tiffany Greer
755 Glencross Dr. Apt. G38
Jackson, MS 39206

Tonesha Smith
755 Glencross Dr. Apt. M85
Jackson, MS 39206

Toni Jackson
755 Glencross Dr. Apt. E24
Jackson, MS 39206

U.S Bancorp
Office of Corporate Secretary
BC-MN-H210
800 Nicollet Mall
Minneapolis, MN 55402-4302

U.S Bank
60 Livingston Avenue
EP-MN-WS3D
Saint Paul, MN 55107

U.S. Bank National Association
Trustee for Morgan Stanley Capital In
425 Walnut Street
Cincinnati, OH 45202

U.S. Bank National Association c/o
Forman Perry Watkins Krutz & Tardy LLP
P.O. Box 22608
Jackson, MS 39225-2608

Veronica Beal
755 Glencross Dr. Apt. O97
Jackson, MS 39206

Virgia Love
755 Glencross Dr. Apt. F32
Jackson, MS 39206

Wanda Wilson
755 Glencross Dr. Apt. N91
Jackson, MS 39206

Wells Fargo & Company
c/o Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, DE 19808

Wells Fargo & Company
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Wells Fargo Bank, National Association
101 N. Phillips Avenue
Sioux Falls, SD 57104

Wells Fargo Bank, National Association
c/o Corporation Service Company
2730 Gateway Oaks Drive
Suite 100
Sacramento, CA 95833

William Dukes
755 Glencross Dr. Apt. M83
Jackson, MS 39206

Wilmetta Rogers
755 Glencross Dr. Apt. D10
Jackson, MS 39206

Yolanda Beamon
755 Glencross Dr. Apt. G35
Jackson, MS 39206

Yolanda Nichols
755 Glencross Dr. Apt. I49
Jackson, MS 39206

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

In re Northfield Apartments, L.P.

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: \$ 655,374.00

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income \$ 61,011.00

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor) \$ 8,876.00

4. Payroll Taxes 0.00

5. Unemployment Taxes 0.00

6. Worker's Compensation 0.00

7. Other Taxes 2,623.00

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 7,198.00

12. Office Expenses and Supplies 0.00

13. Repairs and Maintenance 3,239.00

14. Vehicle Expenses 0.00

15. Travel and Entertainment 0.00

16. Equipment Rental and Leases 0.00

17. Legal/Accounting/Other Professional Fees 1,726.00

18. Insurance 1,905.00

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
General and Administrative	1,928.00
Contract Services	3,682.00
Turnover Expense	2,910.00
Marketing and Leasing	498.00
Management Fees	2,440.00
30 year amortization at 5.25% interest	15,176.70
Capital Expenditures	2,405.00
Partnership Expenses	417.00

21. Other (Specify):

DESCRIPTION	TOTAL

22. Total Monthly Expenses (Add items 3-21) \$ 55,023.70

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ 5,987.30

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

In re Northfield Apartments, L.P.

Debtor(s)

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Cynamon Willis**, declare under penalty of perjury that I am the **Manager** of **Northfield Apartments, L.P.**, and that the following attached is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 2nd day of January, 2012.

"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 **Cynamon Willis, Manager** of this Corporation, 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 corporation; and

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

Be It Further Resolved, that **Cynamon Willis, Manager** of this Corporation is authorized and directed to employ **David E. Mullis 529155**, attorney and the law firm of **David E. Mullis, PC** to represent the corporation in such bankruptcy case."

See the resolutions of the General Partner of Northfield Apartments, L.P., W. Point I, LLC, and API Special Manager, LLC, which are attached hereto and incorporated herein by reference.

Date January 10, 2012

Signed /s/ Cynamon Willis
Cynamon Willis

**RESOLUTIONS OF THE
GENERAL PARTNER OF
NORTHFIELD APARTMENTS, L.P.**

January 2, 2012

PURSUANT to the Limited Partnership Agreement of the **NORTHFIELD APARTMENTS, L.P.**, a Mississippi limited partnership (the "Partnership"), as amended, the undersigned, constituting the General Partner of the Partnership (the "General Partner"), does hereby adopt, approve and authorize the following actions as of the date hereinafter written:

WHEREAS, the Partnership holds title to that affordable housing project located in Jackson, Hinds County, Mississippi known as Willow Point Phase I; and

WHEREAS, the undersigned believes it to be in the best interest of the Partnership to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code and file a Chapter 11 petition in the United States Bankruptcy Court (the "Bankruptcy").

NOW THEREFORE, be it resolved that:

1. **Chapter 11 Bankruptcy.** The Partnership shall be and hereby is authorized to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code (the "Code") and file a petition for such relief in accordance with the Code.
2. **Manager Authorization.** Cynamon M. Willis, in her capacity as Manager of Ambling Property Investments, the Manger of API Special Manger, LLC, the Manager of the General Partner, is hereby authorized, acting alone, for and on behalf of, and in the name of the General Partner and Partnership to cause the Partnership to execute and deliver the above referenced Bankruptcy petition and such other documents and instruments in connection therewith as may be necessary and desirable, with such changes and modifications thereto as shall be approved by executing the same, such execution and delivery to be conclusive evidence of such approvals.
3. **FURTHER RESOLVED**, that the above listed Manager is authorized, acting alone, to do or perform or cause to be done or performed, in the name and behalf of the General Partner, Partnership or otherwise, to execute and deliver such other notices, requests, demands, directions, consents, approvals, orders, undertakings, amendments, further assurances, or other instruments or communications as may be necessary or appropriate in order to cause the General Partner or Partnership to carry into effect the intent of the foregoing resolutions.
4. **FURTHER RESOLVED**, that all actions taken by the above listed Manager, acting alone, to carry out the intent of the foregoing resolutions, and her execution and delivery of such instruments and documents as she believes are necessary for that purpose, are hereby approved, ratified and confirmed in all respects.

5. **NO CONFLICT**: Neither the Certificate of Partnership or the Limited Partnership Agreement of the Partnership or the Articles of Organization or the Operating Agreement of the General Partner prohibit the Partnership or the General Partner from taking such action and the execution of all documents in connection therewith.

GENERAL PARTNER:

W. POINT, LLC
a Mississippi limited liability company

By its Manager:

API Special Manager, LLC
a Georgia limited liability company

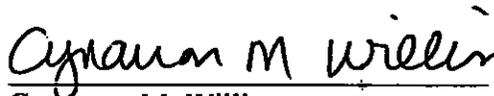
By its Manager:

Ambling Property Investments, LLC
a Georgia limited liability company

By its Managers:



Michael H. Godwin



Cynamon M. Willis



Kimberly A. Barkwell



James E. Hodge

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

Independent Manager:

By: _____

Name: _____

Its: _____

**RESOLUTIONS OF THE
MANAGER OF
W. POINT, LLC**
(A MISSISSIPPI LIMITED LIABILITY COMPANY)

January 2, 2012

PURSUANT to the Operating Agreement of the **W. POINT, LLC**, a Georgia limited liability company (the "Company"), as amended, the undersigned, constituting the Manager of the Company, does hereby adopt, approve and authorize the following actions as of the date hereinafter written:

WHEREAS, the Company is the general partner of Northfield Apartments, L.P. (the "Partnership") which holds title to that affordable housing project located in Jackson, Hinds County, Mississippi known as Willow Point Phase I; and

WHEREAS, the undersigned believes it to be in the best interest of the Company to authorize the Partnership to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy") and to execute such petition and other documentation as may be necessary on behalf of the Partnership.

NOW THEREFORE, be it resolved that:

1. Chapter 11 Bankruptcy. The Company shall be and hereby is authorized to authorize the Partnership to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code (the "Code") and to execute, deliver and file a petition for such relief on behalf of the Partnership in accordance with the Code.
2. Manager Authorization. Cynamon M. Willis, in her capacity as Manager of Ambling Property Investments, LLC, the Manager of API Special Manager, LLC, the Manager of the Company, is hereby authorized, acting alone, for and on behalf of, and in the name of the Company to cause the Company to execute and deliver the above referenced Bankruptcy petition and such other documents and instruments in connection therewith as may be necessary and desirable, with such changes and modifications thereto as shall be approved by executing the same, such execution and delivery to be conclusive evidence of such approvals.
3. **FURTHER RESOLVED**, that the above listed Manager of the Company is authorized, acting alone, to do or perform or cause to be done or performed, in the name and behalf of the Company or otherwise, to execute and deliver such other notices, requests, demands, directions, consents, approvals, orders, undertakings, amendments, further assurances, or other instruments or communications as may be necessary or appropriate in order to cause the Company to carry into effect the intent of the foregoing resolutions.

4. **FURTHER RESOLVED**, that all actions taken by the above listed Manager of the Company, acting alone, to carry out the intent of the foregoing resolutions, and her execution and delivery of such instruments and documents as she believes are necessary for that purpose, are hereby approved, ratified and confirmed in all respects.

5. **NO CONFLICT**: Neither the Articles of Organization or the Operating Agreement of the Company prohibit the Company from taking such action and the execution of all documents in connection therewith.

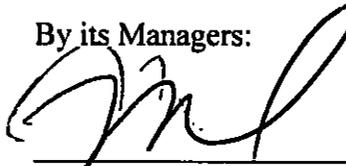
MANAGER:

API Special Manager, LLC
a Georgia limited liability company

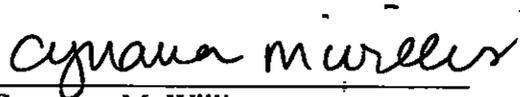
By its Manager:

Ambling Property Investments, LLC
a Georgia limited liability company

By its Managers:



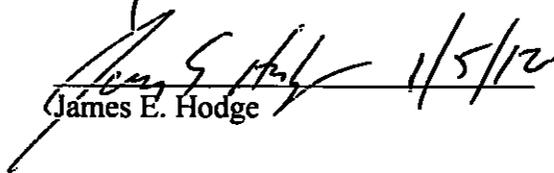
Michael H. Godwin



Cynamon M. Willis



Kimberly A. Barkwell



James E. Hodge

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

Independent Manager:

By: _____

Name: _____

Its: _____

**RESOLUTIONS OF THE
MANAGER OF
API SPECIAL MANAGER, LLC**
(A GEORGIA LIMITED LIABILITY COMPANY)

January 2, 2012

PURSUANT to the Official Code of Georgia Annotated and Operating Agreement of API SPECIAL MANAGER, LLC, a Georgia limited liability company and the Manager of W. Point, LLC, a Mississippi limited liability company (the "Company"), as amended, the undersigned does hereby adopt, approve and authorize the following actions as of the date hereinafter written:

WHEREAS, the Company is the general partner of Northfield Apartments, L.P. (the "Partnership") which holds title to that affordable housing project located in Jackson, Hinds County, Mississippi known as Willow Point Phase I; and

WHEREAS, the undersigned believes it to be in the best interest of the Company to authorize the Partnership to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy") and to execute such petition and other documentation as may be necessary on behalf of the Partnership.

NOW THEREFORE, be it resolved that:

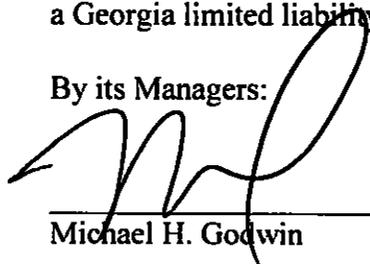
1. Chapter 11 Bankruptcy. The Manager of the Company shall be and hereby is authorized to authorize the Partnership to avail itself of the relief available to it under Chapter 11 of the United States Bankruptcy Code (the "Code") and to execute, deliver and file a petition for such relief on behalf of the Partnership in accordance with the Code.
2. Manager Authorization. Cynamon M. Willis, in her capacity as Manager of Ambling Property Investments, LLC, the Manager of API Special Manager, LLC, the Manager of the Company, is hereby authorized, acting alone, for and on behalf of, and in the name of the Company to cause the Company to execute and deliver the above referenced Bankruptcy petition and such other documents and instruments in connection therewith as may be necessary and desirable, with such changes and modifications thereto as shall be approved by executing the same, such execution and delivery to be conclusive evidence of such approvals.
3. FURTHER RESOLVED, that the above listed Manager is authorized, acting alone, to do or perform or cause to be done or performed, in the name and behalf of the Company or otherwise, to execute and deliver such other notices, requests, demands, directions, consents, approvals, orders, undertakings, amendments, further assurances, or other instruments or communications as may be necessary or appropriate in order to cause the Company to carry into effect the intent of the foregoing resolutions.

4. **FURTHER RESOLVED**, that all actions taken by the above listed Manager, acting alone, to carry out the intent of the foregoing resolutions, and her execution and delivery of such instruments and documents as she believes are necessary for that purpose, are hereby approved, ratified and confirmed in all respects.
5. **NO CONFLICT**: Neither the Articles of Organization or the Operating Agreement of the Company prohibit the Company from taking such action and the execution of all documents in connection therewith.

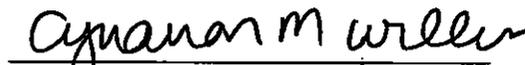
MANAGER:

Ambling Property Investments, LLC
a Georgia limited liability company

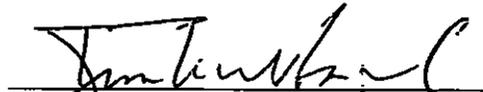
By its Managers:



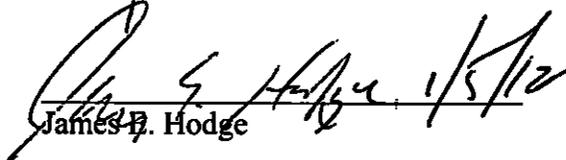
Michael H. Godwin



Cynamon M. Willis



Kimberly A. Barkwell



James B. Hodge

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

Independent Manager:

By: _____

Name: _____

Its: _____