

BI (Official Form 1)(4/10)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Ten Side Member, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-0424523	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): One Overton Park, Suite 1150 3625 Cumberland Blvd., SE Atlanta, GA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 30339-6401	ZIP Code
County of Residence or of the Principal Place of Business: Fulton	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.) 	Nature of Business (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box) <ul style="list-style-type: none"> <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.
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Filing Fee (Check one box) <ul style="list-style-type: none"> <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 <p>Check one box:</p> <ul style="list-style-type: none"> <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). <p>Check if:</p> <ul style="list-style-type: none"> <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). <p>Check all applicable boxes:</p> <ul style="list-style-type: none"> <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

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

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

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Ten Side Member, LLC
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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: Ten Side Holdings, LLC	Case Number: 10-93402-crm	Date Filed: 11/03/10
District: Northern District of Georgia, Atlanta Division	Relationship: Affiliate	Judge: C. Ray Mullins

<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(f)).

Voluntary Petition

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

Name of Debtor(s):
Ten Side Member, LLC

Signatures

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Denise D. Dell-Powell
Signature of Attorney for Debtor(s)

Denise D. Dell-Powell Georgia Bar No. 217070
Printed Name of Attorney for Debtor(s)

Burr & Forman, LLP
Firm Name

450 S. Orange Avenue
Suite 200
Orlando, FL 32801
Address

Address

(407) 244-0888 Fax: (407) 244-0889
Telephone Number

Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X 
Signature of Authorized Individual

Scott L. Leventhal, Pres. & CEO of Tivoli Properties, Inc.,
Printed Name of Authorized Individual

manager of Ten Side Manager, LLC, manager
Title of Authorized Individual

Date

MEMBER CONSENT AGREEMENT

THIS MEMBER CONSENT AGREEMENT (this "**Consent**") is entered into as of this 28th day of October, 2010, by TEN SIDE MANAGER, LLC, a Georgia limited liability company ("**Manager**") and WILLIAMS OPPORTUNITY FUND, LLC, a Georgia limited liability company ("**Fund**"; Manager and Fund are collectively, the "**Members**").

RECITALS

- A. The Members hold one hundred percent (100%) of the ownership interests of Ten Side Member, LLC (the "**Company**").
- B. The Company holds one hundred percent (100%) of the ownership interests of Ten Side Holdings, LLC (the "**Operating Company**").
- C. The Company is managed by Manager pursuant to that certain Operating Agreement of Ten Side Member, LLC dated as of July 6, 2007 (the "**Operating Agreement**").
- D. The Operating Company is managed by the Company pursuant to that certain Second Amended and Restated Operating Agreement of Ten Side Holdings, LLC dated on or about July 6, 2007.
- E. The Members have determined that the Company and/or the Operating Company (collectively, the "**Companies**") must undertake all offensive and defensive measures to protect the Companies, and their assets, which measures shall include, but not be limited to, the filing of a voluntary petition for relief under Chapter 11, or any other chapter, of the United States Bankruptcy Code on behalf of the Companies ("**Bankruptcy Protection**"), or either of them.

NOW, THEREFORE, the Members hereby agree as follows:

1. Incorporation of Recitals. The Recitals set forth above are incorporated herein by this reference, as if same were fully set forth hereinafter in their entirety.
2. Definitions. Capitalized terms used herein, but not otherwise defined herein, shall have the meanings ascribed to them in the Operating Agreement.
3. Bankruptcy Protection.
 - (a) The Members hereby consent to, and approve (a) filing for Bankruptcy Protection for the Companies, or either of them; (ii) Scott L. Leventhal to execute any and all documents necessary for the filing and prosecution of the Bankruptcy Protection; and (iii) Scott L. Leventhal to appear in bankruptcy proceedings as necessary on behalf of the Companies, or to direct another representative to appear, and to otherwise do and perform all acts and deeds necessary on behalf of the Companies in connection with the Bankruptcy Protection.
 - (b) The Members further authorize Manager, on behalf of the Company, and the Company on behalf of the Operating Company, to retain and employ (i) the law firm of Burr &

Forman, LLP to represent the Companies in any filing seeking Bankruptcy Protection; and (iii) any other law firm the Companies deems necessary.

(c) The Members further authorize Manager, on behalf of the Company, and the Company on behalf of the Operating Company, to execute all such documents and take all such actions as Manager deems reasonably necessary to effect the foregoing.

4. Counterparts. This Consent may be executed in several counterparts with the same effect as if the parties executing the several counterparts had executed one counterpart as of the day and year below written; provided, however, those counterparts in the aggregate, shall have been signed by all the parties. All of such counterparts taken together shall be deemed the original Consent.

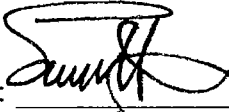
[Signatures Begin on Following Page]

IN WITNESS WHEREOF, this Consent is hereby executed under seal as of the date first written above.

MANAGER:

TENSIDE MANAGER, LLC, a Georgia limited liability company

By: Tivoli Properties, Inc. (Delaware), a Delaware corporation

By: 

Scott Leventhal, President
and Chief Executive Officer

(CORPORATE SEAL)

FUND:

WILLIAMS OPPORTUNITY FUND, LLC, a Georgia limited liability company

By: Williams Opportunity Fund Manager, LLC, a Georgia limited liability company, its Managing Member

By: Williams Realty Advisors, LLC, a Georgia limited liability company, its Managing Member

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Consent is hereby executed under seal as of the date first written above.

MANAGER:

TENSIDE MANAGER, LLC, a Georgia limited liability company

By: Tivoli Properties, Inc. (Delaware), a Delaware corporation

By: _____
Scott L. Leventhal, President
and Chief Executive Officer

(CORPORATE SEAL)

FUND:

WILLIAMS OPPORTUNITY FUND, LLC, a Georgia limited liability company

By: Williams Opportunity Fund Manager, LLC, a Georgia limited liability company, its Managing Member

By: Williams Realty Advisors, LLC, a Georgia limited liability company, its Managing Member

By: _____
Name: John A. Williams
Title: CEO

B4 (Official Form 4) (12/07)

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

In re Ten Side Member, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Alston & Bird LLP One Atlantic Center 1201 W. Peachtree St. Atlanta, GA 30309	Alston & Bird LLP One Atlantic Center 1201 W. Peachtree St. Atlanta, GA 30309	Legal services		172,988.72
Cohen Pollock Merlin Small PC 3350 Riverwood Parkway Suite 1600 Atlanta, GA 30339	Cohen Pollock Merlin Small PC 3350 Riverwood Parkway Suite 1600 Atlanta, GA 30339	Legal services		1,409.50
The BVA Group Granite Park Three 5601 Granite Parkway, Ste 740 Plano, TX 75024	The BVA Group Granite Park Three 5601 Granite Parkway, Ste 740 Plano, TX 75024	Litigation consultant		65,345.39
The Geheren Law Firm 1535 Mt. Vernon Road Suite 100 Atlanta, GA 30338	The Geheren Law Firm 1535 Mt. Vernon Road Suite 100 Atlanta, GA 30338	Legal services		10,000.00
Waterton Tenside MH, LLC 30 South Wacker Drive Suite 3600 Chicago, IL 60606	Waterton Tenside MH, LLC 30 South Wacker Drive Suite 3600 Chicago, IL 60606	Loan	Disputed	1,000,000.00
Weinstock & Scavo PC 3405 Piedmont Road Suite 300 Atlanta, GA 30305	Weinstock & Scavo PC 3405 Piedmont Road Suite 300 Atlanta, GA 30305	Legal services		45,170.15

B4 (Official Form 4) (12/07) - Cont.
 In re **Ten Side Member, LLC**

Case No. _____

Debtor(s)

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

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

I, the President and CEO of Tivoli Properties, Inc., manager of Ten Side Manager, LLC, manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 6-14-11

Signature 
 Scott L. Leventhal, Pres. & CEO of Tivoli Properties, Inc.,
 manager of Ten Side Manager, LLC, 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
Northern District of Georgia

In re Ten Side Member, LLC Debtor(s) Case No. _____ Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President and CEO of Tivoli Properties, Inc., manager of Ten Side Manager, LLC, manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: 6-14-11



Scott L. Leventhal, Pres. & CEO of Tivoli Properties,
Inc./manager of Ten Side Manager, LLC, manager
Signer/Title

Alston & Bird LLP
One Atlantic Center
1201 W. Peachtree St.
Atlanta, GA 30309

Cohen Pollock Merlin Small PC
3350 Riverwood Parkway
Suite 1600
Atlanta, GA 30339

The BVA Group
Granite Park Three
5601 Granite Parkway, Ste 740
Plano, TX 75024

The Geheren Law Firm
1535 Mt. Vernon Road
Suite 100
Atlanta, GA 30338

Waterton Tenside MH, LLC
30 South Wacker Drive
Suite 3600
Chicago, IL 60606

Weinstock & Scavo PC
3405 Piedmont Road
Suite 300
Atlanta, GA 30305