

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court  
District of Idaho**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Coeur D'Alene Marina Project, LLC</b>	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): <b>AKA Coeur D'Alene Marina Project Resort LLC</b>	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) <b>76-0848756</b>	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): <b>20 W. Jerry Lane Worley, ID</b> <div style="text-align: right; font-size: small;">ZIP Code <b>83876</b></div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Kootenai</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>24 Roy Street Suite 475 Seattle, WA</b> <div style="text-align: right; font-size: small;">ZIP Code <b>98109</b></div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>20 W. Jerry Lane Worley, ID 83876</b>	

<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (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.

<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> 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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<b>Statistical/Administrative Information</b> <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
<b>Estimated Number of Creditors</b> <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	
<b>Estimated Assets</b> <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	
<b>Estimated Liabilities</b> <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><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Coeur D'Alene Marina Project, LLC</b></p>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
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Location Where Filed:	Case Number:	Date Filed:
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**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
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District:	Relationship:	Judge:
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<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ 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):  
**Coeur D'Alene Marina Project, 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 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 Attorney\***

**X** /s/ D. Blair Clark Idaho  
 Signature of Attorney for Debtor(s)

D. Blair Clark Idaho 1367, Oregon 05030  
 Printed Name of Attorney for Debtor(s)

Law Offices of D. Blair Clark PLLC  
 Firm Name

1513 Tyrell Lane, Suite 130  
Boise, ID 83706

\_\_\_\_\_  
 Address

**Email: dbc@dbclarklaw.com**

(208) 475-2050 Fax: (208) 475-2055  
 Telephone Number

July 23, 2012  
 Date

\_\_\_\_\_  
 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 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/ Paul Martinez  
 Signature of Authorized Individual

Paul Martinez  
 Printed Name of Authorized Individual

Managing Member of Prime Assets, LLC  
 Title of Authorized Individual

July 23, 2012  
 Date

\_\_\_\_\_  
 Date

**TO WHOM IT MAY CONCERN:**

This is to certify that on the 17<sup>th</sup> day of July, 2012, Couer d'Alene Marina Project, LLC, ("Company") did resolve by consent of its Member, Prime Assets LLC, to file for chapter 11 relief in the US Bankruptcy Court for the District of Idaho. Further, the Company did resolve to retain the services of Law Offices of D. Blair Clark PLLC to represent the Company in that case.

Dated July 17, 2012



**Louis Pugliese**  
President of Equilibrium Corporation  
Sole Member of Prime Assets LLC



**Paul Martinez**  
Chairman of Equilibrium Corporation  
Sole Member of Prime Assets LLC

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Idaho**

In re Coeur D'Alene Marina Project, 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>
<b>Big Rock Construction Inc. P.O. BOX 3053 Coeur D Alene, ID 83816</b>	<b>Big Rock Construction Inc. P.O. BOX 3053 Coeur D Alene, ID 83816</b>	<b>Business Expense</b>		<b>4,576.25</b>
<b>Blue Ribbon Linen Supply 2232 16th Ave Lewiston, ID 83501</b>	<b>Blue Ribbon Linen Supply 2232 16th Ave Lewiston, ID 83501</b>	<b>Business Expense</b>		<b>628.58</b>
<b>Centennial Distributing Inc. 701 W Buckles Ave Hayden, ID 83835</b>	<b>Centennial Distributing Inc. 701 W Buckles Ave Hayden, ID 83835</b>	<b>Business Expense</b>		<b>2,841.01</b>
<b>City Service Valcon 18826 E. Appleway Greenacres, WA 99016</b>	<b>City Service Valcon 18826 E. Appleway Greenacres, WA 99016</b>	<b>Business Expense</b>		<b>5,000.00</b>
<b>Coeur D'Alene Tribe 850 A East Plummer, ID 83851</b>	<b>Coeur D'Alene Tribe 850 A East Plummer, ID 83851</b>	<b>Encroachment Fees</b>		<b>10,998.35</b>
<b>Foos Services of America PO Box 6248 Spokane, WA 99217</b>	<b>Foos Services of America PO Box 6248 Spokane, WA 99217</b>	<b>Business Expense</b>		<b>364.91</b>
<b>Harrison Dock Builders PO Box 8 Harrison, ID 83833</b>	<b>Harrison Dock Builders PO Box 8 Harrison, ID 83833</b>	<b>Business Expense</b>		<b>4,300.00</b>
<b>Hayden Beverage 1445 Commerce Ave Boise, ID 83715-5619</b>	<b>Hayden Beverage 1445 Commerce Ave Boise, ID 83715-5619</b>	<b>Business Expense</b>		<b>304.00</b>
<b>Idaho State Insurance Fund PO Box 430 Coeur D Alene, ID 83816-0430</b>	<b>Idaho State Insurance Fund PO Box 430 Coeur D Alene, ID 83816-0430</b>	<b>Business Expense</b>		<b>634.00</b>
<b>Idaho State Tax Commission P.O. Box 36 800 Park Blvd Boise, ID 83722</b>	<b>Idaho State Tax Commission P.O. Box 36 800 Park Blvd Boise, ID 83722</b>	<b>2009, 2010 and 2012 Sales Taxes</b>		<b>15,928.10</b>
<b>Interstate Gas Post Falls 2595 E. Seltice Way Post Falls, ID 83854</b>	<b>Interstate Gas Post Falls 2595 E. Seltice Way Post Falls, ID 83854</b>	<b>Business Expense</b>		<b>866.14</b>

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

In re Coeur D'Alene Marina Project, LLC  
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>
<b>IPFS Corporation 22102 17th Ave SE Suite 202 Bothell, WA 98021</b>	<b>IPFS Corporation 22102 17th Ave SE Suite 202 Bothell, WA 98021</b>	<b>Business Insurance</b>		<b>2,280.58</b>
<b>Jackson, Morgan, &amp; Hunt PLLC 4123 California Ave SW Suite 101 Seattle, WA 98116</b>	<b>Jackson, Morgan, &amp; Hunt PLLC 4123 California Ave SW Suite 101 Seattle, WA 98116</b>	<b>Attorney fees</b>		<b>6,748.31</b>
<b>Karr Tuttle Campbell 1201 3rd Ave Suite 2900 Seattle, WA 98101</b>	<b>Karr Tuttle Campbell 1201 3rd Ave Suite 2900 Seattle, WA 98101</b>	<b>Attorney fees</b>		<b>850.00</b>
<b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>	<b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>	<b>Property Taxes</b>		<b>44,368.96</b>
<b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>	<b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>	<b>Property Taxes</b>		<b>4,552.91</b>
<b>Martin Morris Agency PO Box 726 Quincy, WA 98848</b>	<b>Martin Morris Agency PO Box 726 Quincy, WA 98848</b>	<b>Business Expense</b>		<b>6,772.00</b>
<b>Polar Ice Company 4427 Industrial Lane Coeur D Alene, ID 83815</b>	<b>Polar Ice Company 4427 Industrial Lane Coeur D Alene, ID 83815</b>	<b>Business Expense</b>		<b>448.80</b>
<b>Risk Placement Services 435 E. Shore Drive #230 Eagle, ID 83616</b>	<b>Risk Placement Services 435 E. Shore Drive #230 Eagle, ID 83616</b>	<b>Business Expense</b>		<b>2,329.49</b>
<b>United Crown Pump &amp; Drilling 3128 W. Hayden Ave Hayden, ID 83835</b>	<b>United Crown Pump &amp; Drilling 3128 W. Hayden Ave Hayden, ID 83835</b>	<b>Business Expense</b>		<b>857.00</b>

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

In re Coeur D'Alene Marina Project, LLC  
Debtor(s)

Case No. \_\_\_\_\_

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

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

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

Date July 23, 2012

Signature /s/ Paul Martinez  
**Paul Martinez**  
**Managing Member of Prime Assets, LLC**

*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  
District of Idaho**

In re Coeur D'Alene Marina Project, LLC  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>8</b>	<b>5,000,000.00</b>		
B - Personal Property	<b>Yes</b>	<b>8</b>	<b>694,086.23</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>2</b>		<b>2,949,228.36</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>3</b>		<b>65,255.59</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>5</b>		<b>51,591.02</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>28</b>			
			Total Assets	<b>5,694,086.23</b>	
			Total Liabilities	<b>3,066,074.97</b>	



**United States Bankruptcy Court  
District of Idaho**

In re Coeur D'Alene Marina Project, LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

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

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

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

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

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

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

**State the following:**

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

**State the following:**

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

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

In re Coeur D'Alene Marina Project, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
See attached for legal description; see Schedule D for liens	Fee simple	-	5,000,000.00	2,949,228.36

Sub-Total > **5,000,000.00** (Total of this page)

Total > **5,000,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

Order No. 78125

**NOTICE OF TRUSTEE'S SALE**

On Friday, October 12, 2012, at the hour of 11:00 A.M. of said day, in the lobby of the office of KOOTENAI COUNTY TITLE COMPANY, located at 1450 Northwest Boulevard, Suite 200, Coeur d'Alene, County of Kootenai, State of Idaho, KOOTENAI COUNTY TITLE COMPANY, INC., an Idaho corporation, as Trustee, will sell at public auction to the highest bidder, for cash, in lawful money of the United States, all payable at the time of sale, the following described real property, situated in the County of **Kootenai**, State of Idaho, and described as follows:

PARCEL 1:

A tract of land in Government Lot 5, Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, State of Idaho, described as follows:

Beginning at the Southeast corner of COON'S ADDITION TO CONKLING PARK, Kootenai County, State of Idaho, according to the plat recorded in Book 2 of Plats at page 49; thence

Northerly along the Easterly line of said Addition to the most Northerly corner of Lot 1, Block 2, COON'S ADDITION; thence

South 72°29' 1/2' West, 123.62 feet to the most Westerly corner of said Lot 1; thence

Continuing along the boundary line of said COON'S ADDITION as follows:

North 23°00' West, 48.0 feet; thence

North 4°15' West, 213.0 feet; thence

North 25°20' East, 150.0 feet; thence

North 51°03' East, 61.35 feet; thence

South 30°24' East, 100.0 feet; thence

North 62°44' East, 117.73 feet; thence

South 84°51' East, 55.9 feet; thence

South 25°26' West, 20.0 feet; thence

South 64°34' East, 100.0 feet; thence

North 86°00' East, 75.0 feet; thence

North 11°40' East, 86.3 feet; thence

Easterly to a point on the shore of Lake Coeur d'Alene; thence

Southwesterly along the shore of Lake Coeur d'Alene to a point on the South line of said Section 19; thence

Westerly to the POINT OF BEGINNING.

EXCEPT any part thereof lying below the mean highwater line of Lake Coeur d'Alene.

ALSO EXCEPT a parcel of land being in Government Lot 5, Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, State of Idaho, more particularly described as follows:

Beginning at the meander corner of the South line of said Section 19; thence

North 89°40' West, a distance of 158.75 feet along said South line of said Section 19 to the intersection with the right-of-way of a private road; thence

North 9°00' East, a distance of 615.9 feet; thence

North 23°00' West, a distance of 222.0 feet; thence

North 4°15' West, a distance of 20.0 feet to the TRUE POINT OF BEGINNING; thence

North 4°15' West, a distance of 68.0 feet; thence

North 81°41' East, a distance of 109.1 feet; thence

South 17°40' East, a distance of 58.0 feet; thence

South 76°46' West, a distance of 123.8 feet to the TRUE POINT OF BEGINNING.

AND ALSO EXCEPT the lake front property, extending from the Southeast corner of COON'S ADDITION to the Southeast corner of Lot 8, Block 2 of COON'S ADDITION to Conkling Park on Lake Coeur d'Alene, being the lake shore property in front of Lots 9, 10 and 11 and the 20 foot easement adjoining Lot 11, all in Block 2 of COON'S ADDITION TO Conkling Park with boundary lines extended along existing lot lines of Coeur d'Alene.

ALSO EXCEPTING a part of Government Lot 5, Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, Idaho, according to the November 1966 survey by Ray Kindler PLS, more particularly described as follows:

COMMENCING at the Northwest corner of Lot 1, Block 2 in the COON'S ADDITION TO CONKLING PARK, according to the plat on file in Book E of Plats at page 49, in the office of the County Recorder of Kootenai County, Idaho; thence

North 23°00' West, 48.0 feet along the Easterly boundary of the 40 foot Nelson Road right-of-way; thence

North 4°15' West, 213.0 feet along the Easterly boundary of the 40 foot Nelson Road right-of-way; thence

North 25°20' East, 75.0 feet along the Easterly boundary of the 40 foot Nelson Road right-of-way to an iron rod, 1/2 inch diameter, the POINT OF BEGINNING; thence

Continuing North 25°20' East, 75.00 feet along said right-of-way to an iron rod, 1/2 inch diameter; thence

South 45°50' East, 89.82 feet along the Southerly boundary of the Conkling Park Access road to an iron bolt, 1 inch diameter, set in concrete; thence

South 12°54' West, 30.0 feet to an iron rod, 1/2 inch diameter; thence

North 75°01' West, 93.0 feet to the POINT OF BEGINNING.

PARCEL 2:

The West 150 feet of the following described property:

A tract of land in Government Lot 5, Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, State of Idaho, described as follows:

Beginning at the Southwest corner of Government Lot 5; thence

Along the South line of Government Lot 5, South 89°40' East, 898.02 feet to the Southwest corner of COON'S ADDITION to Conkling Park; thence

Along the Westerly line of said Addition as follows:

North 33°19' West, 115.95 feet; thence

North 6°26 1/2' East, 397.62 feet; thence

North 6°37 1/2' West, 256.05 feet; thence

North 9°25' West, 293.84 feet; thence

North 2°09' East, 102.57 feet; thence

North 14°16 1/2' East, 171.84 feet to the Northwest corner of said Addition; thence

North 71°24' West, 53.75 feet to a point on the North line of Government Lot 5 which is North 89°40' West, 545.56 feet from the Northeast corner of Government Lot 5; thence

Along the North line of Government Lot 5, North 89°40' West to the Northwest corner; thence

South along the West line of Government Lot 5 to the POINT OF BEGINNING.

PARCEL 3:

A Parcel of land in the North half of the Southeast Quarter of Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, Idaho, described as follows:

Beginning at the Southeast corner of Government Lot 4 of said Section 19, said point being a brass cap marked 1/16 corner S 19 1960; thence

Along the East line of said Government Lot 4, North 0°16'16" East, 1319.84 feet to the Northeast corner of said Government Lot 4 and the TRUE POINT OF BEGINNING; thence

Along the East line of Government Lot 3 of said Section 19, North 0°16'16" East, 529.23 feet; thence

Along a fence line North 50°50'38" East, 622.51 feet; thence

Leaving said fence line South 40°41'32" East, 124.22 feet; thence

South 18°07'17" East, 539.7 feet to the centerline of an existing County road; thence

Along said centerline in a Westerly and Southwesterly direction a distance of 1664 feet, more or less, to a point that bears South 58°55'56" West, 611.2 feet from last said point; thence

North 89°55'42" West, 210.5 feet to the TRUE POINT OF BEGINNING.

LESS the following described parcel:

Beginning at the Southeast corner of said Tax No. 9658, being also the Southwest corner of Helen Park Addition to Conkling Park; thence

South 83°39'43" West, 287.94 feet to the Northerly right of way line of a County Road and the TRUE POINT OF BEGINNING; thence

Along said right of way South 55°15'16" West, 100.0 feet; thence

North 5°09'31" West, 150.0 feet; thence

North 55°15'25" East, 100.0 feet; thence

South 5°09'34" East, 150.0 feet to the TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM the following:

A portion of the Northeast Quarter of Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, State of Idaho, also being a portion of the platted subdivision, NEBEL'S ADDITION to Conkling Park and a portion of Tax No. 9658, described as follows:

Beginning at the East Quarter corner of Section 19; thence

North 41°00'57" West, 226.97 feet to a point on the County Road Westerly right of way, said point also being the North corner of the platted subdivision HELEN PARK ADDITION and the East corner of the subdivision, NEBEL'S ADDITION to Conkling Park; thence

South 50°50'38" West, 999.28 feet along the boundary between the aforesaid subdivisions and along the boundary between Tax No. 9658 and NEBEL'S ADDITION to Conkling Park to a point on the boundary of the herein described "well lot" said point also being the Southernmost corner of Lot 8 of NEBEL'S ADDITION to Conkling Park and the TRUE POINT OF BEGINNING

North 39°09'22" West, 7.15 feet along the Southwesterly line of said Lot 8; thence

North 71°46'07" West, 63.23 feet along said Southwesterly line to the Southeasterly line of a 60 foot wide public right of way (South Drive); thence

South 18°13'53" West, 112.08 feet along said right of way line to a point on the boundary between NEBEL'S ADDITION to Conkling Park and Tax No. 9658; thence

South 84°04'56" East, 75.65 feet; thence

North 53°48'35" East, 75.16 feet; thence

North 39°09'22" West, 57.45 feet to the TRUE POINT OF BEGINNING.

PARCEL 4:

A tract of land in Government Lot 5 of Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, Idaho, described as follows:

Beginning at the Northwest corner of Lot 7, Block 1, COON'S ADDITION to Conkling Park; thence

South 75°07' 1/2' West along the Southerly line of Karen Lane in said Addition, 80.0 feet to the TRUE POINT OF BEGINNING for this description; thence

Continuing South 75°07' 1/2' West along the Southerly line of said Karen Lane, 75.41 feet to the Easterly edge of the existing County Road; thence

Along the Easterly edge of the existing road, South 30°24' East, 100.0 feet; thence

North 62°44' East, 57.73 feet; thence

North 20°08' 1/2' West, 84.32 feet to the TRUE POINT OF BEGINNING.

PARCEL 5:

A tract of land in Government Lot 5 of Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, Idaho, described as follows:

Beginning at the Northwest corner of Lot 7, Block 1, COON'S ADDITION to Conkling Park; thence

South 75°07' 1/2' West along the Southerly line of Karen Lane in said Addition, 80.0 feet; thence

South 20°08' 1/2' East, 84.32 feet; thence

North 62°44' East, 60.0 feet to the Southwest corner of said lot 7; thence

North 4°00' West, along the Westerly line of said lot 7, 72.4 feet to the POINT OF BEGINNING.

PARCEL 6:

A portion of the Northeast Quarter of Section 19, Township 47 North, Range 3 West, Boise Meridian, Kootenai County, State of Idaho, ALSO BEING a portion of the platted subdivision, NEBEL'S ADDITION TO CONKLING PARK, and a portion to Tax No. 9658, described as follows:

BEGINNING at the East Quarter corner of Section 19; thence

North 41°00'57" West, 226.97 feet to a point on the County Road Westerly right of way, said point also being the North corner of the platted subdivision, HELEN PARK ADDITION, and the East corner of the subdivision, NEBEL'S ADDITION TO CONKLING PARK; thence

South 50°50'38" West, 999.28 feet along the boundary between the aforesaid subdivisions and along the boundary between Tax No. 9658 and NEBEL'S ADDITION TO CONKLING PARK to a point on the boundary of the herein described "Well Lot" said point also being the Southernmost corner of Lot 8 of NEBEL'S ADDITION TO CONKLING PARK and the TRUE POINT OF BEGINNING; thence

North 39°09'22" West, 7.15 feet along the Southwesterly line of Lot 8; thence

North 71°46'07" West, 63.23 feet along said Southwesterly line to the Southeasterly line of a 60 foot wide public right of way South Drive; thence

South 18°13'53" West, 112.08 feet along said right of way to a POINT on the boundary between NEBEL'S ADDITION TO CONKLING PARK and Tax No.9658; thence

South 84°04'56" East, 75.65; thence

North 53°48'35" East, 75.16 feet; thence

North 39°09'22" West, 57.45 feet to the TRUE POINT OF BEGINNING.

The Trustee has no knowledge of a more particular description of the above-referenced Property but, for purposes of compliance with Section 60-113 of Idaho Code, the Trustee has been informed that addresses sometimes associated with said real property are:

**20 West Jerry Lane, Worley, ID 83876 and  
29276 South Gary Road, Worley, ID 83876**

For further information of the location of the property please contact Kootenai County Title Company.

Said sale will be made without covenant or warranty regarding title, possession or encumbrance to satisfy the obligations secured by and pursuant to the power of sale conferred it, the Deed of Trust executed by COEUR D'ALENE MARINA PROJECT, LLC, a Washington limited liability company, also shown as COEUR D'ALENE MARINA PROJECT RESORT, LLC, a Washington limited liability company, to KOOTENAI TITLE COMPANY as Trustee, for the benefit and security of TOM AND FRANCES KIRKPATRICK, an Idaho marital community and TIM KIRKPATRICK, a married man dealing in his sole and separate property, as Trustee of the TIMOTHY D. KIRKPATRICK REVOCABLE TRUST, as Beneficiary, recorded the 8th day of June, 2007, as Instrument No. **210413000**, records of Kootenai County, Idaho. **THE GRANTOR NAMED HEREIN IS LISTED TO COMPLY WITH SECTION 45-1506(4) (a) OF THE IDAHO CODE.** No representation is made whether or not they are currently responsible for the obligation listed herein.

AND FURTHER, that a breach of the obligation for which the transfer in trust is security has occurred, in that the Grantors above mentioned have failed to make interest payments in the amounts: \$14,057.09, which was due on June 30, 2010 and \$45,057.09, which was due on December 31, 2010, and \$29,057.09, which was due on



June 30, 2011 and \$61,057.09, which was due on December 31, 2011, AND have failed to pay General Property taxes for the year 2009, which are delinquent in the amount of \$2,843.50 as to Parcel 1, and \$69.22 as to Parcel 3, AND have failed to pay General Property taxes for the year 2010, which are delinquent in the amount of \$18,582.34 as to Parcel 1, and \$1,988.70 as to Parcel 3, AND have failed to pay General Property taxes for the first half of the year 2011, which are delinquent in the amount of \$9,386.77 as to Parcel 1, \$126.72 as to Parcel 2, \$1096.10 as to Parcel 3, \$4.09 as to Parcel 4, \$4.07 as to Parcel 5 and \$67.93 as to Parcel 6, plus penalty and interest thereon; together with late charges, service charges and any other disbursements, costs, fees or expenses incurred or paid by the Beneficiary and/or Trustee associated with this Notice of Default and/or this foreclosure as provided by the Deed of Trust or Deed of Trust Note, or by Idaho law. The Beneficiary has declared the entire principal and accrued interest due and payable in full.

The balance owing as of the 23rd day of May, 2012, on the obligation secured by said Deed of Trust is \$2,949,228.36, plus accrued interest in the amount of \$212,249.26, plus interest accruing from May 24, 2012 until paid, together with late charges, service charges and any other disbursements, costs, fees or expenses incurred or paid by the Beneficiary and/or Trustee associated with this foreclosure as provided by the Deed of Trust or Deed of Trust Note, or by Idaho law.

DATED this 1st day of June, 2012

KOOTENAI TITLE COMPANY, Trustee

BY Denise K Potts  
DENISE K. POTTS, Secretary

In re Coeur D'Alene Marina Project, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>Cash and bank accounts per balance sheet</b>	-	<b>7,835.83</b>
		<b>Undeposited funds</b>	-	<b>17,031.49</b>
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.	<b>X</b>			
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
			Sub-Total >	<b>24,867.32</b>
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Coeur D'Alene Marina Project, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Accounts receivable per balance sheet attached</b>	-	<b>123,774.35</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		<b>Notes Payable as shown in balance sheet. Collectibility of some undetermined at this time.</b>	-	<b>411,100.00</b>
		<b>VanDer Merwe receivable</b>	-	<b>19,500.00</b>
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.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **554,374.35**  
(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 Coeur D'Alene Marina Project, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	NON 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
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.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
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.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Computers and equipment</b>	-	<b>1,331.98</b>
		<b>Furniture and equipment</b>	-	<b>5,383.75</b>
		<b>Restaurant and bar items per balance sheet</b>	-	<b>7,005.49</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Dock and tarps per balance sheet</b>	-	<b>83,209.17</b>
30. Inventory.		<b>Inventory per balance sheet</b>	-	<b>16,914.17</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
			Sub-Total >	<b>113,844.56</b>
			(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 Coeur D'Alene Marina Project, LLC, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	NON 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
35. Other personal property of any kind not already listed. Itemize.		<b>Prepaid expenses per balance sheet</b>	-	<b>1,000.00</b>

Sub-Total >	<b>1,000.00</b>
(Total of this page)	
Total >	<b>694,086.23</b>

(Report also on Summary of Schedules)

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

**CONKLING MARINA & RESORT Balance Sheet As of June 30, 2012**

	<u>Jun 30, 12</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Petty Cash on Hand	6,540.07
Sterling Bank	879.74
Sterling Tax Account	416.02
<b>Total Checking/Savings</b>	<u>7,835.83</u>
<b>Accounts Receivable</b>	
<b>Accounts Receivable</b>	
Summer Moorage	63,268.29
Winter Moorage	4,234.00
Winter Storage	2,298.43
Accounts Receivable - Other	12,181.27
<b>Total Accounts Receivable</b>	<u>81,981.99</u>
<b>Total Accounts Receivable</b>	81,981.99
<b>Other Current Assets</b>	
Credit Card Receivables	194.79
<b>Inventory</b>	
Beer, Wine & Liquor	2,419.51
Food	4,128.03
Fuel	18,131.24
Retail	2,235.39
<b>Total Inventory</b>	<u>26,914.17</u>
<b>Loan Receivable</b>	
<b>Loans to Entezar</b>	
Entezar Development - EW	6,731.50
Quincy WC II, LLC	382,142.80
<b>Total Loans to Entezar</b>	<u>388,874.30</u>
Loans to EQlibrium Corp	3,000.00
Loans to Surefast WA Corp	2,184.00
<b>Total Loan Receivable</b>	<u>394,058.30</u>
Prepaid Expenses	1,000.00
Uncategorized Asset	-2,429.44
Undeposited Funds	17,031.49
VanDerMerwe Receivable	19,500.00
<b>Total Other Current Assets</b>	<u>456,269.31</u>
<b>Total Current Assets</b>	546,087.13

**CONKLING MARINA & RESORT Balance Sheet As of June 30, 2012**

	<u>Jun 30, 12</u>
<b>Fixed Assets</b>	
<b>Computers and Equipment</b>	1,331.98
<b>Dock</b>	
Cost	160,814.80
Depreciation{189}	-84,428.00
Tarps	6,822.37
<b>Total Dock</b>	<u>83,209.17</u>
<b>Furniture and Equipment</b>	5,383.75
<b>Land Acquisition</b>	
<b>Land</b>	
<b>Cost of Land Ready for Use</b>	
Engineers and Consultants	10,374.00
Cost of Land Ready for Use - Other	189,130.13
<b>Total Cost of Land Ready for Use</b>	<u>199,504.13</u>
Interest Expense	85,067.03
Kirkpatrick - Large Parcel	-988,588.32
Land - Other	5,897,827.43
<b>Total Land</b>	<u>5,193,810.27</u>
<b>Total Land Acquisition</b>	5,193,810.27
<b>Restaurant and Bar Items</b>	
Original Cost	3,184.27
Restaurant and Bar Items - Other	3,821.22
<b>Total Restaurant and Bar Items</b>	<u>7,005.49</u>
<b>Total Fixed Assets</b>	5,290,740.66
<b>Other Assets</b>	
<b>Construction in Progress</b>	
<b>Construction Costs of Building</b>	
Architect	5,400.00
Engineering	5,365.00
Surveying Expenses	543.38
Construction Costs of Building - Other	72,000.00
<b>Total Construction Costs of Building</b>	<u>83,308.38</u>
<b>Total Construction in Progress</b>	83,308.38
Security Deposits (deleted)	400.00
<b>Total Other Assets</b>	<u>83,708.38</u>

	<u>Jun 30, 12</u>
<b>TOTAL ASSETS</b>	<b><u><u>5,920,536.17</u></u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
Accounts Payable	123,774.35
<b>Total Accounts Payable</b>	<u>123,774.35</u>
<b>Other Current Liabilities</b>	
Disputed Payables	39,000.00
Due to Martin Morris Agency	-997.00
Gift Cards Outstanding	-44.02
<b>Notes Payable</b>	
Entezar Development Payable	57,808.84
EQLibrium Corp	-13,500.00
Executive Building Products	2,627.97
Prime Asset	400.00
<b>Quincy WC III, LLC{160}</b>	
Buyout Agreement	100,000.00
Quincy WC III, LLC{160} - Other	311,100.00
<b>Total Quincy WC III, LLC{160}</b>	<u>411,100.00</u>
<b>Total Notes Payable</b>	458,436.81
<b>Payroll Liabilities</b>	
FICA	-4,982.71
FUTA	20.19
ID State WH	1,153.57
Support Enforcement	853.59
SUTA ID	818.02
<b>Payroll Liabilities - Other</b>	<u>6,707.54</u>
<b>Total Payroll Liabilities</b>	4,570.20
<b>Pump Out Fees Payable</b>	681.20
<b>Sales Tax Payable</b>	10,612.92
<b>Tribe Encroachment Fee Payable</b>	11,211.27
<b>Unearned Revenue</b>	<u>1.60</u>
<b>Total Other Current Liabilities</b>	<u>523,472.98</u>
<b>Total Current Liabilities</b>	647,247.33
<b>Long Term Liabilities</b>	



	<u>Jun 30, 12</u>
EQilibrium Corp Assignment	125,000.00
Kirkpatrick Note Payable	2,784,000.00
<b>Total Long Term Liabilities</b>	<u>2,909,000.00</u>
 <b>Total Liabilities</b>	 3,556,247.33
 <b>Equity</b>	
Accumulated Adjustment	60.85
Opening Balance Equity	475.00
Opening Balance Equity {3}	0.02
<b>Prime Assets, LLC</b>	
Banking Transfers	-3,778.76
Blue Atlas LLC Loan	-37,124.00
Expenses Paid for Prime	-83,114.89
Purchase of Partner Interest	-176,676.64
Retained Earnings	265,393.44
Prime Assets, LLC - Other	2,335,319.25
<b>Total Prime Assets, LLC</b>	<u>2,300,018.40</u>
 <b>Quincy WC III, LLC</b>	
Retained Earnings	140,323.36
Quincy WC III, LLC - Other	-140,323.36
<b>Total Quincy WC III, LLC</b>	<u>0.00</u>
 Retained Earnings	 -129,713.22
Net Income	193,447.79
<b>Total Equity</b>	<u>2,364,288.84</u>
 <b>TOTAL LIABILITIES &amp; EQUITY</b>	 <u><u>5,920,536.17</u></u>

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

In re Coeur D'Alene Marina Project, LLC

Case No. \_\_\_\_\_

Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. <b>78125</b>								
<b>Timothy D. Kirpatrick Trust c/o Kootenai County Title Co 1450 Northwest Blvd #200 Coeur D Alene, ID 83816-1408</b>	-	<b>6/8/2007 Promissory Note This Note is Secured by all Parcels of the Marina real estate but not personal property or income from other sources than 'rents.' Both are same beneficiary of same trust deed for same note</b>					<b>2,949,228.36</b>	<b>0.00</b>
Value \$		<b>5,000,000.00</b>						
Account No.								
<b>Stephen B. McCrea PO Box 1501 608 Northwest Blvd Suite 101 Coeur D Alene, ID 83816-1501</b>		<b>Representing: Timothy D. Kirpatrick Trust</b>					<b>Notice Only</b>	
Value \$								
Account No. <b>78125</b>								
<b>Tom and Frances Kirkpatrick c/o Kootenai County Title Co 1450 Northwest Blvd #200 Coeur D Alene, ID 83816-1408</b>	-	<b>6/8/2007 Promissory Note This Note is Secured by all Parcels of the Marina real estate but not personal property or income from other sources than 'rents.' Both creditors are co-beneficiaries of same deed of trust on same note</b>					<b>Unknown</b>	<b>Unknown</b>
Value \$		<b>Unknown</b>						
Account No.								
<b>Stephen B. McCrea PO Box 1501 608 Northwest Blvd Suite 101 Coeur D Alene, ID 83816-1501</b>		<b>Representing: Tom and Frances Kirkpatrick</b>					<b>Notice Only</b>	
Value \$								
Subtotal							<b>2,949,228.36</b>	<b>0.00</b>
(Total of this page)								

1 continuation sheets attached

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

In re Coeur D'Alene Marina Project, LLC, 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. <b>78125</b>							<b>Notice Only</b>	
<b>Timothy D. Kirkpatrick Trust c/o Kootenai County Title Co 1450 Northwest Blvd #200 Coeur D Alene, ID 83816-1408</b>		<b>Representing: Tom and Frances Kirkpatrick</b>						
Value \$								
Account No.								
Value \$								
Account No.								
Value \$								
Account No.								
Value \$								
Account No.								
Value \$								
Subtotal (Total of this page)							<b>0.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>2,949,228.36</b>	<b>0.00</b>

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

In re Coeur D'Alene Marina Project, LLC Debtor Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

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

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

In re Coeur D'Alene Marina Project, LLC, Debtor

Case No. \_\_\_\_\_

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

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

TYPE OF PRIORITY

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  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>003259721-08-22</b>  <b>Idaho State Tax Commission P.O. Box 36 800 Park Blvd Boise, ID 83722</b>			<b>2009, 2010 and 2012 Sales Taxes</b>					<b>15,928.10</b>
		-					<b>15,928.10</b>	<b>0.00</b>
Account No.  <b>Internal Revenue Service PO BOX 7346 Philadelphia, PA 19114</b>			<b>Listed for Notice Purposes Only</b>					<b>0.00</b>
		-					<b>0.00</b>	<b>0.00</b>
Account No.  <b>Internal Revenue Service 1221 Ironwood Dr. Coeur D Alene, ID 83814</b>			<b>Representing: Internal Revenue Service</b>				<b>Notice Only</b>	
Account No. <b>114872</b>  <b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>			<b>Property Taxes</b>					<b>0.00</b>
		-					<b>253.44</b>	<b>253.44</b>
Account No. <b>123442</b>  <b>Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700</b>			<b>Property Taxes</b>					<b>0.00</b>
		-					<b>44,368.96</b>	<b>44,368.96</b>
Subtotal								<b>15,928.10</b>
(Total of this page)							<b>60,550.50</b>	<b>44,622.40</b>

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

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

In re Coeur D'Alene Marina Project, LLC, Debtor

Case No. \_\_\_\_\_

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

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>125546</b>  Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700		-	Property Taxes				135.86	0.00
							<b>135.86</b>	<b>135.86</b>
Account No. <b>131632</b>  Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700		-	Property Taxes				4,552.91	0.00
							<b>4,552.91</b>	<b>4,552.91</b>
Account No. <b>137205</b>  Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700		-	Property Taxes				8.18	0.00
							<b>8.18</b>	<b>8.18</b>
Account No. <b>148612</b>  Kootenai County Treasurer PO Box 6700 Coeur D Alene, ID 83816-6700		-	Property Taxes				8.14	0.00
							<b>8.14</b>	<b>8.14</b>
Account No.								
Subtotal							<b>4,705.09</b>	<b>0.00</b>
(Total of this page)							<b>4,705.09</b>	<b>4,705.09</b>
Total							<b>65,255.59</b>	<b>15,928.10</b>
(Report on Summary of Schedules)							<b>65,255.59</b>	<b>49,327.49</b>

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

(Report on Summary of Schedules)

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

In re Coeur D'Alene Marina Project, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Husband, Wife, Joint, or Community				CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	C O D E B T O R	H	W	J				
Account No.  <b>Big Rock Construction Inc.</b> <b>P.O. BOX 3053</b> <b>Coeur D Alene, ID 83816</b>								<b>4,576.25</b>
Account No. <b>5977</b>  <b>Blue Ribbon Linen Supply</b> <b>2232 16th Ave</b> <b>Lewiston, ID 83501</b>								<b>628.58</b>
Account No.  <b>Centennial Distributing Inc.</b> <b>701 W Buckles Ave</b> <b>Hayden, ID 83835</b>								<b>2,841.01</b>
Account No.  <b>City Service Valcon</b> <b>18826 E. Appleway</b> <b>Greenacres, WA 99016</b>								<b>5,000.00</b>
Subtotal (Total of this page)								<b>13,045.84</b>

4 continuation sheets attached

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

In re Coeur D'Alene Marina Project, LLC, Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>Conkling Marina</b>							
<b>Coeur D'Alene Tribe 850 A East Plummer, ID 83851</b>	-		<b>Encroachment Fees</b>				<b>10,998.35</b>
Account No.							
<b>Foos Services of America PO Box 6248 Spokane, WA 99217</b>	-		<b>Business Expense</b>				<b>364.91</b>
Account No. <b>381-0068403523-02</b>							
<b>Foremost Insurance Group PO Box 0915 Carol Stream, IL 60132-0915</b>	-		<b>Business Expense</b>				<b>104.00</b>
Account No. <b>381-0067183075-04</b>							
<b>Foremost Insurance Group 2 PO Box 0915 Carol Stream, IL 60132-0915</b>	-		<b>Business Expense</b>				<b>96.32</b>
Account No. <b>208-686-1151-101007-5</b>							
<b>Frontier PO Box 20550 Rochester, NY 14602-0550</b>	-		<b>Business Expense</b>				<b>0.00</b>
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>11,563.58</b>



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

In re Coeur D'Alene Marina Project, LLC, Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Harrison Dock Builders</b> <b>PO Box 8</b> <b>Harrison, ID 83833</b>		-	<b>Business Expense</b>			<b>4,300.00</b>
Account No. <b>70215</b>  <b>Hayden Beverage</b> <b>1445 Commerce Ave</b> <b>Boise, ID 83715-5619</b>		-	<b>Business Expense</b>			<b>304.00</b>
Account No. <b>629315</b>  <b>Idaho State Insurance Fund</b> <b>PO Box 430</b> <b>Coeur D Alene, ID 83816-0430</b>		-	<b>Business Expense</b>			<b>634.00</b>
Account No. <b>4225655</b>  <b>Interstate Gas Post Falls</b> <b>2595 E. Seltice Way</b> <b>Post Falls, ID 83854</b>		-	<b>Business Expense</b>			<b>866.14</b>
Account No. <b>WAB-112914</b>  <b>IPFS Corporation</b> <b>22102 17th Ave SE</b> <b>Suite 202</b> <b>Bothell, WA 98021</b>		-	<b>Business Insurance</b>			<b>2,280.58</b>
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>8,384.72</b>

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

In re Coeur D'Alene Marina Project, LLC, Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>162621002</b>  <b>Jackson, Morgan, &amp; Hunt PLLC</b> <b>4123 California Ave SW</b> <b>Suite 101</b> <b>Seattle, WA 98116</b>		-	<b>Attorney fees</b>			<b>6,748.31</b>
Account No. <b>33175-001-DJB</b>  <b>Karr Tuttle Campbell</b> <b>1201 3rd Ave</b> <b>Suite 2900</b> <b>Seattle, WA 98101</b>		-	<b>Attorney fees</b>			<b>850.00</b>
Account No. <b>9CC632304</b>  <b>Martin Morris Agency</b> <b>PO Box 726</b> <b>Quincy, WA 98848</b>		-	<b>Business Expense</b>			<b>6,772.00</b>
Account No.  <b>Polar Ice Company</b> <b>4427 Industrial Lane</b> <b>Coeur D Alene, ID 83815</b>		-	<b>Business Expense</b>			<b>448.80</b>
Account No.  <b>Risk Placement Services</b> <b>435 E. Shore Drive #230</b> <b>Eagle, ID 83616</b>		-	<b>Various Business Expense</b>			<b>2,329.49</b>
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>17,148.60</b>

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

In re Coeur D'Alene Marina Project, LLC, Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Spice of Life</b> <b>PO Box 519</b> <b>Plummer, ID 83851</b>		<b>Business Expense</b>				<b>0.00</b>	
Account No. <b>Conkling Marina</b>  <b>St. Joes Potty Huts</b> <b>PO Box 457</b> <b>Saint Maries, ID 83861</b>		<b>Business Expense</b>				<b>293.60</b>	
Account No.  <b>The Odom Corporation</b> <b>N. 3858 Shreiber Way</b> <b>Coeur D Alene, ID 83815</b>		<b>Business Expense</b>				<b>297.68</b>	
Account No. <b>26374</b>  <b>United Crown Pump &amp; Drilling</b> <b>3128 W. Hayden Ave</b> <b>Hayden, ID 83835</b>		<b>Business Expense</b>				<b>857.00</b>	
Account No.							
Sheet no. <u>4</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>1,448.28</b>
						Total (Report on Summary of Schedules)	<b>51,591.02</b>

B6G (Official Form 6G) (12/07)

In re Coeur D'Alene Marina Project, LLC, 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.
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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

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

In re Coeur D'Alene Marina Project, LLC  
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

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

**United States Bankruptcy Court  
District of Idaho**

In re **Coeur D'Alene Marina Project, LLC**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of Prime Assets, LLC of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **30** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **July 23, 2012**

Signature **/s/ Paul Martinez**

**Paul Martinez**

**Managing Member of Prime Assets, LLC**

*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  
District of Idaho**

In re Coeur D'Alene Marina Project, LLC Debtor(s) Case No. \_\_\_\_\_ Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$393,302.38</b>	<b>2012 YTD: Debtor Business Income</b>
<b>\$356,426.00</b>	<b>2011: Debtor Business Income</b>
<b>\$527,742.00</b>	<b>2010: Debtor Business Income</b>

**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
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**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
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None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Tom Kirkpatrick and Frances Kirkpatrick and Tim Kirkpatrick vs. Coeur D'Alene Marina Project LLC aka Coeur D'Alene Marina Project Resort, LLC CV-12-4805	Civil	First Judicial District of the State of Idaho, in the county of Kootenai	Pending

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



**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
Timothy D. Kirpatrick Trust et al c/o Kootenai County Title Co 1450 Northwest Blvd #200 Coeur D Alene, ID 83816-1408	Pending	This Note is Secured by all Parcels of the Marina real estate but not personal property or income from other sources than 'rents.' Both are same beneficiary of same trust deed for same note \$5,000,000.00

**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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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
Law Offices of D. Blair Clark PLLC 1513 Tyrell Lane, Suite 130 Boise, ID 83706	7/19/12	\$15,000 paid by Debtor; \$3,054.00 was used for prepetition work, and \$1,046 for filing fees. Balance remains in Trust

**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
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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
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Jackson, Morgan &amp; Hunt, CPA's</b> <b>4123 California Ave SW</b> <b>Seattle, WA 98116</b>	<b>2012, for 2011 taxes</b>
<b>Heather Meyer</b> <b>Kuvera Financial</b> <b>157 South Howard, Suite 525</b> <b>Spokane, WA 99201</b>	<b>2009-2011</b>

None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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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
<b>Jackson, Morgan &amp; Hunt, CPA's</b>	<b>4123 California Ave SW</b> <b>Seattle, WA 98116</b>

NAME <b>Prime Assets LLC</b>	ADDRESS <b>Sub. of Equilibrium Corp. 24 Roy St., #475 Seattle, WA 98109</b>
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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
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**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 <b>Prime Assets LLC Sub. of Equilibrium Corp. 24 Roy St., #475 Seattle, WA 98109</b>	NATURE OF INTEREST <b>100% of membership of Debtor. Equilibrium Corp. owns 100% of Prime Assets LLC</b>	PERCENTAGE OF INTEREST <b>100%</b>
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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.

NAME	ADDRESS	DATE OF WITHDRAWAL
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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 July 23, 2012 Signature /s/ Paul Martinez  
**Paul Martinez**  
**Managing Member of Prime Assets, LLC**

[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  
District of Idaho**

In re Coeur D'Alene Marina Project, LLC,  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Prime Assets LLC Sub. of Equilibrium Corp. 24 Roy St., #475 Seattle, WA 98109</b>	<b>Sole Member</b>	<b>1</b>	<b>Membership</b>

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

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

Date July 23, 2012

Signature /s/ Paul Martinez  
**Paul Martinez**  
**Managing Member of Prime Assets, LLC**

*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.

Big Rock Construction Inc.  
P.O. BOX 3053  
Coeur D Alene, ID 83816

Blue Ribbon Linen Supply  
2232 16th Ave  
Lewiston, ID 83501

Centennial Distributing Inc.  
701 W Buckles Ave  
Hayden, ID 83835

City Service Valcon  
18826 E. Appleway  
Greenacres, WA 99016

Coeur D'Alene Tribe  
850 A East  
Plummer, ID 83851

Foos Services of America  
PO Box 6248  
Spokane, WA 99217

Foremost Insurance Group  
PO Box 0915  
Carol Stream, IL 60132-0915

Foremost Insurance Group 2  
PO Box 0915  
Carol Stream, IL 60132-0915

Frontier  
PO Box 20550  
Rochester, NY 14602-0550



Harrison Dock Builders  
PO Box 8  
Harrison, ID 83833

Hayden Beverage  
1445 Commerce Ave  
Boise, ID 83715-5619

Idaho State Insurance Fund  
PO Box 430  
Coeur D Alene, ID 83816-0430

Idaho State Tax Commission  
P.O. Box 36  
800 Park Blvd  
Boise, ID 83722

Internal Revenue Service  
PO BOX 7346  
Philadelphia, PA 19114

Internal Revenue Service  
1221 Ironwood Dr.  
Coeur D Alene, ID 83814

Interstate Gas Post Falls  
2595 E. Seltice Way  
Post Falls, ID 83854

IPFS Corporation  
22102 17th Ave SE  
Suite 202  
Bothell, WA 98021

Jackson, Morgan, & Hunt PLLC  
4123 California Ave SW  
Suite 101  
Seattle, WA 98116

Karr Tuttle Campbell  
1201 3rd Ave  
Suite 2900  
Seattle, WA 98101

Kootenai County Treasurer  
PO Box 6700  
Coeur D Alene, ID 83816-6700

Martin Morris Agency  
PO Box 726  
Quincy, WA 98848

Polar Ice Company  
4427 Industrial Lane  
Coeur D Alene, ID 83815

Risk Placement Services  
435 E. Shore Drive #230  
Eagle, ID 83616

Spice of Life  
PO Box 519  
Plummer, ID 83851

St. Joes Potty Huts  
PO Box 457  
Saint Maries, ID 83861

Stephen B. McCrea  
PO Box 1501  
608 Northwest Blvd Suite 101  
Coeur D Alene, ID 83816-1501

The Odom Corporation  
N. 3858 Shreiber Way  
Coeur D Alene, ID 83815

Timothy D. Kirkpatrick Trust  
c/o Kootenai County Title Co  
1450 Northwest Blvd #200  
Coeur D Alene, ID 83816-1408

Timothy D. Kirpatrick Trust  
c/o Kootenai County Title Co  
1450 Northwest Blvd #200  
Coeur D Alene, ID 83816-1408

Tom and Frances Kirkpatrick  
c/o Kootenai County Title Co  
1450 Northwest Blvd #200  
Coeur D Alene, ID 83816-1408

United Crown Pump & Drilling  
3128 W. Hayden Ave  
Hayden, ID 83835

**United States Bankruptcy Court  
District of Idaho**

In re **Coeur D'Alene Marina Project, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Coeur D'Alene Marina Project, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Prime Assets LLC  
Sub. of Equilibrium Corp.  
24 Roy St., #475  
Seattle, WA 98109**

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None [*Check if applicable*]

**July 23, 2012**  
Date

**/s/ D. Blair Clark Idaho**  
**D. Blair Clark Idaho 1367, Oregon 05030**  
Signature of Attorney or Litigant  
Counsel for **Coeur D'Alene Marina Project, LLC**  
**Law Offices of D. Blair Clark PLLC**  
**1513 Tyrell Lane, Suite 130**  
**Boise, ID 83706**  
**(208) 475-2050 Fax:(208) 475-2055**  
**dbc@dbclarklaw.com**