Case 13-02414-RLM-11 Doc 1 Filed 03/15/13 EOD 03/15/13 18:55:40 Pg 1 of 35

B1 (Official Form 1)(12/11)

United States Bankruptcy Court Southern District of Indiana					Volunta	ary Petition		
Name of Debtor (if individual, enter Last, First, Middle): RiverPlace Shops, LLC				of Joint De	ebtor (Spouse	e) (Last, First	, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					used by the J maiden, and		in the last 8 years):	
Last four digits of Soc. Sec. or Individual-Taxpa (if more than one, state all) 35-2089344	yer I.D. (ITIN) No./C	Complete EIN	Last fo	our digits of than one, state	f Soc. Sec. or all)	r Individual-	Taxpayer I.D. (ITI	N) No./Complete EIN
Street Address of Debtor (No. and Street, City, a 9333 N. Meridian Street Suite 275	and State):	ZIP Code	Street	Address of	Joint Debtor	(No. and St	reet, City, and Sta	te): ZIP Code
Indianapolis, IN	4	16260						
County of Residence or of the Principal Place of Hamilton	f Business:		Count	y of Reside	ence or of the	Principal Pla	ace of Business:	
Mailing Address of Debtor (if different from stre	eet address):		Mailir	ng Address	of Joint Debt	or (if differe	nt from street add	ress):
	Г	ZIP Code	_					ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 9624-9662 Allison Road Fishers, IN 46250								
Type of Debtor (Form of Organization) (Check one box)		one box)					otcy Code Under iled (Check one bo	
 Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities, 	 Health Care Bus Single Asset Re in 11 U.S.C. § 1 Railroad Stockbroker 	al Estate as d 01 (51B)	efined	 Chapt Chapt Chapt Chapt Chapt Chapt 	er 9 er 11 er 12	of	hapter 15 Petition a Foreign Main P hapter 15 Petition a Foreign Nonma	Proceeding for Recognition
check this box and state type of entity below.) Chapter 15 Debtors	Commodity Bro Clearing Bank	oker					e of Debts	
Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		the United Stat	es	defined "incurr	are primarily co l in 11 U.S.C. § ed by an indivi nal, family, or	(Checl onsumer debts, § 101(8) as idual primarily	k one box)	Debts are primarily business debts.
Filing Fee (Check one box	() ()	Check or	e box:	1	Chap	ter 11 Debt	ors	
 Full Filing Fee attached 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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 			btor is not btor's aggi less than applicable plan is bein ceptances	a small busin regate nonco \$2,343,300 (a e boxes: ng filed with of the plan w	ntingent liquid amount subject this petition.	defined in 11 U ated debts (exo t to adjustment repetition from	U.S.C. § 101(51D).	o insiders or affiliates) <i>ry three years thereafter</i>). s of creditors,
Statistical/Administrative Information THIS SPACE IS FOR COURT USE ONL Debtor estimates that funds will be available for distribution to unsecured creditors. THIS SPACE IS FOR COURT USE ONL 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 ONL				DURT USE ONLY				
1- 50- 100- 200-	1,000- 5,001- 5,000 10,000	10,001- 2	25,001- 50,000	50,001- 100,000	OVER 100,000			
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50 million million	to \$100 t] i100,000,001 o \$500 nillion	\$500,000,001 to \$1 billion	More than \$1 billion			
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50 million million	\$50,000,001 \$ to \$100 t] 5100,000,001 5 \$500 nillion					

Case 13-02414-RLM-11 Doc 1 Filed 03/15/13 EOD 03/15/13 18:55:40 Pg 2 of 35

Voluntar	y Petition	Name of Debtor(s):	
	ust be completed and filed in every case)	RiverPlace Shops,	LLC
(This page mi	All Prior Bankruptcy Cases Filed Within Las	1 t 8 Years (If more than two	attach additional sheet)
Location		Case Number:	Date Filed:
Where Filed:	- None -		
Location Where Filed:		Case Number:	Date Filed:
	ending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (I	
Name of Deb	tor:	Case Number:	Date Filed:
District:		Relationship:	Judge:
	Exhibit A		Exhibit B an individual whose debts are primarily consumer debts.)
forms 10K a pursuant to and is reque	pleted if debtor is required to file periodic reports (e.g., and 10Q) with the Securities and Exchange Commission Section 13 or 15(d) of the Securities Exchange Act of 1934 esting relief under chapter 11.)	I, the attorney for the petit have informed the petition 12, or 13 of title 11, Unite	ioner named in the foregoing petition, declare that I er that [he or she] may proceed under chapter 7, 11, d States Code, and have explained the relief available further certify that I delivered to the debtor the notice 2(b).
-	pleted by every individual debtor. If a joint petition is filed, ea D completed and signed by the debtor is attached and made		nd attach a separate Exhibit D.)
-	D also completed and signed by the joint debtor is attached a	and made a part of this peti	tion.
	Information Regardin	ng the Debtor - Venue	
_	(Check any ap		
-	Debtor has been domiciled or has had a residence, princip days immediately preceding the date of this petition or for		
	There is a bankruptcy case concerning debtor's affiliate, g		
	Debtor is a debtor in a foreign proceeding and has its prin- this District, or has no principal place of business or assets proceeding [in a federal or state court] in this District, or the sought in this District.	s in the United States but is	a defendant in an action or
	Certification by a Debtor Who Reside (Check all app		ial Property
	Landlord has a judgment against the debtor for possession		ox checked, complete the following.)
	(Name of landlord that obtained judgment)		
	(Address of landlord)		
	Debtor claims that under applicable nonbankruptcy law, the entire monetary default that gave rise to the judgment		
	Debtor has included in this petition the deposit with the co after the filing of the petition.		

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B1 (Official Form 1)(12/11)	Page 3
Voluntary Petition	Name of Debtor(s): RiverPlace Shops, LLC
(This page must be completed and filed in every case)	
0	atures
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	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 Printed Name of Foreign Representative Date
Telephone Number (If not represented by attorney)	
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
Signature of Attorney* X /s/ Paul T. Deignan 4798-49 Paul T. Deignan 4798-49 Printed Name of Attorney for Debtor(s) Taft Stettinius & Hollister LLP Firm Name One Indiana Square, Suite 3500 Indianapolis, IN 46204 Address (317) 713-3500 Fax: (317) 713-3699	 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 bankrutpcy 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.)
Telephone Number	
March 15, 2013	Address
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.	X
Signature of Debtor (Corporation/Partnership)	Date
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.	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:
X /s/ Craig W. Johnson Signature of Authorized Individual Craig W. Johnson Printed Name of Authorized Individual President Title of Authorized Individual March 15, 2013 Date	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.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court Southern District of Indiana

In re	RiverPlace Shops,	LLC
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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)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Johnson Management Company 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260	Johnson Management Company 9333 N. Meridian Street, Suite 275 Indianapolis, IN 46260	Intercompany Payables		2,010,194.00
EA Outdoor Services, LLC 3865 N Commercial Parkway Greenfield, IN 46140	EA Outdoor Services, LLC 3865 N Commercial Parkway Greenfield, IN 46140 317-894-6484	Snow Removal		2,250.00
Duke Energy PO Box 1326 Charlotte, NC 28201-1326	Duke Energy PO Box 1326 Charlotte, NC 28201-1326 1-800-774-1202	Electric Service		1,104.35
Fishers Stormwater Utility 1 Municipal Drive Fishers, IN 46038	Fishers Stormwater Utility 1 Municipal Drive Fishers, IN 46038 317-567-5056	Acct Nos. 000528, 907849, 906881, 907850, 907845, 907844		521.78
Hammans Mechanical, Inc. 216 Bays Drive Noblesville, IN 46062	Hammans Mechanical, Inc. 216 Bays Drive Noblesville, IN 46062 317-776-2200	Maintenance		360.00
Pro-Cote, Inc. P. O. Box 1042 Carmel, IN 46082	Pro-Cote, Inc. P. O. Box 1042 Carmel, IN 46082 317-258-4752	Trash removal/painting		146.00
Maxwell Electrical Svcs, Inc. 2601 N Arlington Ave Indianapolis, IN 46218	Maxwell Electrical Svcs, Inc. 2601 N Arlington Ave Indianapolis, IN 46218 317-546-9600	Maintenance		100.00
Koorsen Protection Services, Inc. 2719 N. Arlington Ave. Indianapolis, IN 46218-3322	Koorsen Protection Services, Inc. 2719 N. Arlington Ave. Indianapolis, IN 46218-3322 317-542-1800	Quarterly Fire Alarm		97.34
Morse & Bickel, P.C. 320 North Meridian Street STE 506 Indianapolis, IN 46204	Morse & Bickel, P.C. 320 North Meridian Street STE 506 Indianapolis, IN 46204 317-686-1540	Legal Services		30.00

Case 13-02414-RLM-11 Doc 1 Filed 03/15/13 EOD 03/15/13 18:55:40 Pg 5 of 35

B4 (Official Form 4) (12/07) - Cont. In re RiverPlace Shops, LLC

Debtor(s)

Case No.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

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

I, the President 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 March 15, 2013

Signature /s/ Craig W. Johnson Craig W. Johnson

President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571. B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court Southern District of Indiana

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RiverPlace Shops, LLC

Debtor

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	4,100,000.00		
B - Personal Property	Yes	3	30,358.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		4,019,698.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		2,184,044.47	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedu	ıles	12			
	Te	otal Assets	4,130,358.00		
			Total Liabilities	6,203,742.47	

Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court Southern District of Indiana

In re

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RiverPlace Shops, 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 F

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RiverPlace Shops, LLC

Case No.

SCHEDULE A - REAL PROPERTY

Debtor

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.

Commercial Real Estate: 1 building on 2.396 acres 9624-9662 Allisonville Road, 32115 square feet,	Owner	-	4,100,000.00	3,938,670.00
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

multi-tenant

Sub-Total > **4,100,000.00** (Total of this page)

Total > **4,100,000.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

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

In re

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RiverPlace Shops, LLC

Case No.

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

	Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1.	Cash on hand	x			
2.	Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	x			
3.	Security deposits with public utilities, telephone companies, landlords, and others.	Х			
4.	Household goods and furnishings, including audio, video, and computer equipment.	Х			
5.	Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	x			
6.	Wearing apparel.	x			
7.	Furs and jewelry.	X			
8.	Firearms and sports, photographic, and other hobby equipment.	x			
9.	Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	x			
10.	Annuities. Itemize and name each issuer.	х			

0.00

2 continuation sheets attached to the Schedule of Personal Property

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

In re

RiverPlace Shops, LLC

Case No.

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

	Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11.	Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	x			
12.	Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	x			
13.	Stock and interests in incorporated and unincorporated businesses. Itemize.	x			
14.	Interests in partnerships or joint ventures. Itemize.	X			
15.	Government and corporate bonds and other negotiable and nonnegotiable instruments.	x			
16.	Accounts receivable.	Acco	ounts Receivable	-	19,591.00
17.	Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18.	Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19.	Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20.	Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	x			
21.	Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sheet <u>1</u> of <u>2</u> continuation sheets attached to the Schedule of Personal Property

19,591.00

Sub-Total >

(Total of this page)

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

In	re RiverPlace Shops, LLC		,	ase No.	
			Debtor		
		SCHED	ULE B - PERSONAL PROPERT (Continuation Sheet)	ſ¥	
	Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property without Deducting any Secured Claim or Exemption
22.	Patents, copyrights, and other intellectual property. Give particulars.	x			
23.	Licenses, franchises, and other general intangibles. Give particulars.	Deferr	ed Expenses	-	9,751.00
24.	Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	x			
25.	Automobiles, trucks, trailers, and other vehicles and accessories.	x			
26.	Boats, motors, and accessories.	х			
27.	Aircraft and accessories.	х			
28.	Office equipment, furnishings, and supplies.	x			
29.	Machinery, fixtures, equipment, and supplies used in business.	x			
30.	Inventory.	x			
31.	Animals.	x			
32.	Crops - growing or harvested. Give particulars.	x			
33.	Farming equipment and implements.	x			
34.	Farm supplies, chemicals, and feed.	x			
35.	Other personal property of any kind not already listed. Itemize.	Prepa	id Insurance	-	1,016.00

10,767.00

30,358.00

(Report also on Summary of Schedules)

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

In re

RiverPlace Shops, LLC

Case No._____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Debtor

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, gamishments, statutory liens, mortgages, deeds of trust, and other security interests.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) Account No. Bank of America 135 S. LaSalle Street Suite 900 [IL4-135-09-01] Chicago, IL 60603	CODEBTOR	Hu H W J C	sband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN 8/24/2005 First Mortgage Commercial Real Estate: 1 building on 2.396 acres 9624-9662 Allisonville Road, 32115 square feet, multi-tenant			D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			Value \$ 4,100,000.00	1			3,938,670.00	0.00
Account No.		\square	2011-2012				- , ,	
Hamilton County Treasurer 33 N. 9th Street, Suite 112 Noblesville, IN 46060		-	Property Taxes Real Estate Tax Payable 2012 (\$40,514.00) and Payable 2013 (\$40,514.00)					
			Value \$ 4,100,000.00				81,028.00	0.00
Account No.			Value \$					
Account No.								
			Value \$					
0 continuation sheets attached			S (Total of t	Subt his 1			4,019,698.00	0.00
			、	-	ota	Ì	4,019,698.00	0.00

(Report on Summary of Schedules)

B6E (Official Form 6E) (4/10)

In re

RiverPlace Shops, LLC

Case No.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Debtor

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

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

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

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

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

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

□ Domestic support obligations

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

Extensions of credit in an involuntary case

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

□ Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

□ Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

□ Claims for death or personal injury while debtor was intoxicated

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

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

0 continuation sheets attached

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

In re

RiverPlace Shops, LLC

Case No.

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Debtor

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.)	CODEBTOR	Hu H J C	CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		L I Q		AMOUNT OF CLAIM
Account No.			Loan	Т	T E D		
Craig W. Johnson 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260		-					169,241.00
Account No. 5370-3581-01-0			01/24-02/22/13				
Duke Energy PO Box 1326 Charlotte, NC 28201-1326		-	Electric Service				1,104.35
Account No. Riverplace Shops			02/17-03/06/2013			-	.,
EA Outdoor Services, LLC 3865 N Commercial Parkway Greenfield, IN 46140		-	Snow Removal				
							2,250.00
Account No. Storm Water Sewer Service Fishers Stormwater Utility 1 Municipal Drive Fishers, IN 46038		-	01/01-03/31/13 Acct Nos. 000528, 907849, 906881, 907850, 907845, 907844				
							521.78
2 continuation sheets attached			(Total o	Sub f this			173,117.13

(Total of this page)

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

RiverPlace Shops, LLC In re

Debtor

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

CREDITOR'S NAME,	C O	Ηι	isband, Wife, Joint, or Community	C	U N	D I	
MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	C H	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	N T I N G E N		D I S P U T E D	AMOUNT OF CLAIN
Account No. None			12/7/2012	Т	E		
Hammans Mechanical, Inc. 216 Bays Drive Noblesville, IN 46062		-	Maintenance		D		360.00
Account No.			Intercompany Payables		┢		
Johnson Management Company 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260		-					
							2,010,194.00
Account No. 01CEN9333 Koorsen Protection Services, Inc. 2719 N. Arlington Ave. Indianapolis, IN 46218-3322		-	1/2/2013 Quarterly Fire Alarm				97.34
Account No. 30911 Maxwell Electrical Svcs, Inc. 2601 N Arlington Ave Indianapolis, IN 46218		-	2/13/2013 Maintenance				
							100.00
Account No. 320 Morse & Bickel, P.C. 320 North Meridian Street STE 506 Indianapolis, IN 46204		-	1/25/2013 Legal Services				30.00
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of	1	1	1	Sub	tota	 al	
Creditors Holding Unsecured Nonpriority Claims			(Total o				2,010,781.34

Creditors Holding Unsecured Nonpriority Claims

(Total of this page)

Case No.____

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

In re RiverPlace Shops, LLC

Debtor

Case No.

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

	-	-		_	-	_	i
CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Hu H J C	CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONFLNGEN	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. None			06/23-24/12	Т	E		
Pro-Cote, Inc. P. O. Box 1042 Carmel, IN 46082		-	Trash removal/painting				146.00
Account No.	╞						
Account No.	╞					┢	
Account No.	╞					┢	
Account No.				+		┢	
Sheet no. 2 of 2 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			(Total of	Sub this			146.00
creators notanig onsecured nonphoney claims			(Report on Summary of S]	Гota	al	2,184,044.47

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

In re

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RiverPlace Shops, LLC

Debtor

Case No.

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).

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.
All Site Services 2138 E. 62nd St. Suite 221 Indianapolis, IN 46220	Parkinglot Sweeping/Litter Service
All Site Services 2138 E. 62nd St. Suite 221 Indianapolis, IN 46220	Mowing/Landscaping
AT&T P.O. Box 5080 Carol Stream, IL 60197	Telephone for Fire Protection
EA Outdoor Services, LLC 3865 N Commercial Parkway Greenfield, IN 46140	Snow Removal
Hooka Hut 9642 Allisonville Road Indianapolis, IN 46250	Commercial Retail Lease/Tenant
Johnson Management Company 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260	Property Manager
Koorsen Protection Services 2719 N. Arlington Ave Indianapolis, IN 46218	Fire Protection
Leslie Dietchman 6320 Brixton Lane Indianapolis, IN 46220-4804	Commercial Retail Lease/Tenant
M & P Solutions Inc. dba Kolache Factory 23240 Westheimer Parkway Katy, TX 77494	Commercial Retail Lease/Tenant
Morellis Cleaners 6404 Rucker Road, Suite 101 Indianapolis, IN 46220	Commercial Retail Lease/Tenant
Panchos LLC 7023 N. Michigan Road Indianapolis, IN 46268	Commercial Retail Lease/Tenant

In re RiverPlace Shops, LLC

Case No.

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Debtor

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.

Trash Services

Pro Contracting LLC 9425 N Meridian Street Box 210 Indianapolis, IN 46260

Contract Maintenance

Pro Contracting LLC 9425 N Meridian Street Box 210 Indianapolis, IN 46260

Sheet <u>1</u> of <u>1</u> continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

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

In re

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RiverPlace Shops, LLC

Case No.

Debtor

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

Craig W. Johnson 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260

Greenwood Crossing, LLC 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260

Raceway Market Shops, LLC 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260 NAME AND ADDRESS OF CREDITOR

Bank of America 135 S. LaSalle Street Suite 900 [IL4-135-09-01] Chicago, IL 60603

Bank of America 135 S. LaSalle Street Suite 900 [IL4-135-09-01] Chicago, IL 60603

Bank of America 135 S. LaSalle Street Suite 900 [IL4-135-09-01] Chicago, IL 60603 Case 13-02414-RLM-11 Doc 1 Filed 03/15/13 EOD 03/15/13 18:55:40 Pg 20 of 35

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

United States Bankruptcy Court Southern District of Indiana

In re **RiverPlace Shops, 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 President 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 **14** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 15, 2013

Signature /s/ Craig W. Johnson Craig W. Johnson President

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 Southern District of Indiana

In re	RiverPlace Shops,	LLC
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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	
\$435,837.00	Operation of Business:	
	January to March 2013	\$ 54,911
	January to December 2012	\$ 211,429
	January to December 2011	\$ 169,497

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

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

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

None b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850^{*}. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached Exhibit 3(b)		\$72,858.10	\$0.00

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See attached Exhibit 3(c)		\$29,307.47	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT	NATURE OF	COURT OR AGENCY	STATUS OR
AND CASE NUMBER	PROCEEDING	AND LOCATION	DISPOSITION
Bank of America, N.A. v. Greenwood Crossing, LLC, Raceway Market Shops, LLC, Raceway Market Land, LLC, Riverplace Shops, LLC and Craig W. Johnson; Cause No.: 49D01-1301-MF-003190	Suit to foreclose mortgage	Marion County Superior Court 1, Marion County, Indiana	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	

DESCRIPTION AND VALUE OF PROPERTY

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

DATE OF SEIZURE

	5. Repossessions, foreclosures a	nd returns		
None	List all property that has been rep returned to the seller, within one	ossessed by a creditor, sold at a foreclosur year immediately preceding the commence nation concerning property of either or bot	ement of this case. (M	arried debtors filing under chapter 12
	ND ADDRESS OF FOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION A PROPE	
	6. Assignments and receivership	ps		
None	this case. (Married debtors filing	perty for the benefit of creditors made wit under chapter 12 or chapter 13 must inclu- pouses are separated and a joint petition is	de any assignment by	
NAME A	ND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIC	GNMENT OR SETTLEMENT
None	preceding the commencement of t	n in the hands of a custodian, receiver, or o his case. (Married debtors filing under cha whether or not a joint petition is filed, un	apter 12 or chapter 13	must include information concerning
	ND ADDRESS USTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
	7. Gifts			
None	List all gifts or charitable contribution and usual gifts to family members aggregating less than \$100 per reco	tions made within one year immediately aggregating less than \$200 in value per in cipient. (Married debtors filing under chap not a joint petition is filed, unless the spor	ndividual family memb ter 12 or chapter 13 m	ber and charitable contributions nust include gifts or contributions by
	E AND ADDRESS OF OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
	8. Losses			
None	since the commencement of this	er casualty or gambling within one year ir case. (Married debtors filing under chapte ition is filed, unless the spouses are separa	er 12 or chapter 13 mu	st include losses by either or both
	PTION AND VALUE PROPERTY	DESCRIPTION OF C LOSS WAS COVERI BY INSURANCE		N PART
	9. Payments related to debt cou	nseling or bankruptcy		
None		y transferred by or on behalf of the debtor lief under the bankruptcy law or preparation his case.		
	AND ADDRESS PAYEE	DATE OF PAYMEN NAME OF PAYOR IF O THAN DEBTOR	,	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

				4
	10. Other transfers			
None	transferred either absolutely or	than property transferred in the ordinary of as security within two years immediately er 13 must include transfers by either or b at petition is not filed.)	preceding the commencem	ent of this case. (Married debtors
	AND ADDRESS OF TRANSFER RELATIONSHIP TO DEBTOR	EE, DATE		RTY TRANSFERRED UE RECEIVED
None	b. List all property transferred trust or similar device of which	by the debtor within ten years immediate. the debtor is a beneficiary.	ly preceding the commence	ment of this case to a self-settled
NAME (DEVICE	OF TRUST OR OTHER	DATE(S) OF TRANSFER(S)		EY OR DESCRIPTION AND RTY OR DEBTOR'S INTEREST
	11. Closed financial accounts			
None	otherwise transferred within on financial accounts, certificates of cooperatives, associations, brok include information concerning	nstruments held in the name of the debtor e year immediately preceding the comme of deposit, or other instruments; shares an erage houses and other financial institution accounts or instruments held by or for eit and a joint petition is not filed.)	ncement of this case. Includ d share accounts held in ba ons. (Married debtors filing	de checking, savings, or other nks, credit unions, pension funds, under chapter 12 or chapter 13 must
NAME	AND ADDRESS OF INSTITUTIO	TYPE OF ACCOUN DIGITS OF ACCOU	UNT NUMBER,	AMOUNT AND DATE OF SALE
	AND ADDRESS OF INSTITUTION	AND AMOUNT OF F	INAL BALANCE	OR CLOSING
	12. Safe deposit boxes			
None	immediately preceding the com	box or depository in which the debtor has mencement of this case. (Married debtors bouses whether or not a joint petition is fil	filing under chapter 12 or	chapter 13 must include boxes or
	AND ADDRESS OF BANK THER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
	13. Setoffs			
None	commencement of this case. (M	ditor, including a bank, against a debt or c farried debtors filing under chapter 12 or o betition is filed, unless the spouses are sep	chapter 13 must include inf	ormation concerning either or both
NAME A	AND ADDRESS OF CREDITOR	DATE OF SETOFF		AMOUNT OF SETOFF
	14. Property held for another	person		
None		her person that the debtor holds or contro	ls.	
	AND ADDRESS OF OWNER Security Deposits	DESCRIPTION AND VALUE OF PF \$2,533.00	ROPERTY LOCATIO	N OF PROPERTY

5

15. Prior address of de



ADDRESS

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.

NAME USED

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:

	NAME AND ADDRESS OF	DATE OF	ENVIRONMENTAL
SITE NAME AND ADDRESS	GOVERNMENTAL UNIT	NOTICE	LAW

None b. List the name and address

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.

	NAME AND ADDRESS OF	DATE OF	ENVIRONMENTAL
SITE NAME AND ADDRESS	GOVERNMENTAL UNIT	NOTICE	LAW

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

DATES OF OCCUPANCY

18. Nature, location and name of business

LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL

TAXPAYER-I.D. NO.

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

(ITIN)/ COMPLETE EIN ADDRESS NATURE OF BUSINESS ENDING DATES

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

None

ADDRESS

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

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

19. Books, records and financial statements

None \square 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 Matt Roller, Controller Centre Properties 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260 DATES SERVICES RENDERED 2011 to Present

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

NAME Matt Roller and Jeremy Bozarth

ADDRESS Centre Properties 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260 DATES SERVICES RENDERED 2011 to Present

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.

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BEGINNING AND

NAME Matt Roller, Controller ADDRESS Centre Properties 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260

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
Bank of America

135 S. LaSalle Street Suite 900 [IL4-135-09-01] Chicago, IL 60603

BMO Harris Bank

Grandbridge Real Estate Capital

Q10/Quest Commercial Capital

First Financial Bank

	20. Inventories		
None	a. List the dates of the last t and the dollar amount and b	two inventories taken of your property, the name of the basis of each inventory.	person who supervised the taking of each inventory,
DATE OI	F INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
None	b. List the name and addres	ss of the person having possession of the records of eac	h of the two inventories reported in a., above.
DATE O	FINVENTORY	NAME AND ADDRES RECORDS	SSES OF CUSTODIAN OF INVENTORY
	21 . Current Partners, Off	ficers, Directors and Shareholders	
None	a. If the debtor is a partners	ship, list the nature and percentage of partnership intere	est of each member of the partnership.
NAME A	ND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None		tion, list all officers and directors of the corporation, and or more of the voting or equity securities of the corporation of	
Craig W 9333 N M Suite 27	NAME AND ADDRESSTITLENATURE AND PERCENTAGEOF STOCK OWNERSHIPOF STOCK OWNERSHIPCraig W. JohnsonPresident9333 N Meridian Street97%Suite 275Indianapolis, IN 46260		
Suite 27	Meridian Street		3%

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	22 . Former partners, officers,	directors and shareholders		
None	a. If the debtor is a partnership, commencement of this case.	a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.		
NAME		ADDRESS	DATE OF WITHDRAWAL	
None		b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year mmediately preceding the commencement of this case.		
NAME A	AND ADDRESS	TITLE	DATE OF TERMINATION	
	23 . Withdrawals from a partn	ership or distributions by a corporation		
None			credited or given to an insider, including compensation perquisite during one year immediately preceding the	
OF RECI	& ADDRESS IPIENT, ONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY	
	24. Tax Consolidation Group.			
None			umber of the parent corporation of any consolidated in six years immediately preceding the commencement	
NAME C	OF PARENT CORPORATION		TAXPAYER IDENTIFICATION NUMBER (EIN)	
	25. Pension Funds.			
None			on number of any pension fund to which the debtor, as an mediately preceding the commencement of the case.	

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 15, 2013

Signature /s/ Craig W. Johnson Craig W. Johnson

President

[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 Southern District of Indiana

In	re
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RiverPlace Shops, LLC

Debtor

Case No.		
Charter	11	
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
Craig W. Johnson 9333 N Meridian Street Suite 275 Indianapolis, IN 46260		97%	Ownership
FICWJ, LLC 9333 N. Meridian Street Suite 275 Indianapolis, IN 46260		3%	Ownership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 March 15, 2013

Signature <u>/s/ Craig W. Johnson</u> Craig W. Johnson President

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 Southern District of Indiana

In re RiverPlace Shops, LLC

Debtor(s)

Case No. Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to

the best of my knowledge.

Date: March 15, 2013

/s/ Craig W. Johnson

Craig W. Johnson/President Signer/Title BANK OF AMERICA 135 S. LASALLE STREET SUITE 900 [IL4-135-09-01] CHICAGO, IL 60603

CRAIG W. JOHNSON 9333 N. MERIDIAN STREET SUITE 275 INDIANAPOLIS, IN 46260

DUKE ENERGY PO BOX 1326 CHARLOTTE, NC 28201-1326

EA OUTDOOR SERVICES, LLC 3865 N COMMERCIAL PARKWAY GREENFIELD, IN 46140

FICWJ, LLC 9333 N. MERIDIAN STREET SUITE 275 INDIANAPOLIS, IN 46260

FISHERS STORMWATER UTILITY 1 MUNICIPAL DRIVE FISHERS, IN 46038

GREENWOOD CROSSING, LLC 9333 N. MERIDIAN STREET SUITE 275 INDIANAPOLIS, IN 46260 HAMILTON COUNTY TREASURER 33 N. 9TH STREET, SUITE 112 NOBLESVILLE, IN 46060

HAMMANS MECHANICAL, INC. 216 BAYS DRIVE NOBLESVILLE, IN 46062

JOHNSON MANAGEMENT COMPANY 9333 N. MERIDIAN STREET SUITE 275 INDIANAPOLIS, IN 46260

KOORSEN PROTECTION SERVICES, INC. 2719 N. ARLINGTON AVE. INDIANAPOLIS, IN 46218-3322

MAXWELL ELECTRICAL SVCS, INC. 2601 N ARLINGTON AVE INDIANAPOLIS, IN 46218

MORSE & BICKEL, P.C. 320 NORTH MERIDIAN STREET STE 506 INDIANAPOLIS, IN 46204

PRO-COTE, INC. P. O. BOX 1042 CARMEL, IN 46082 RACEWAY MARKET SHOPS, LLC 9333 N. MERIDIAN STREET SUITE 275 INDIANAPOLIS, IN 46260

United States Bankruptcy Court Southern District of Indiana

In re **RiverPlace Shops, 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 <u>RiverPlace Shops, LLC</u> 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:

Craig W. Johnson 9333 N Meridian Street Suite 275 Indianapolis, IN 46260

□ None [*Check if applicable*]

March 15, 2013

Date

/s/ Paul T. Deignan

Paul T. Deignan 4798-49Signature of Attorney or LitigantCounsel forRiverPlace Shops, LLCTaft Stettinius & Hollister LLPOne Indiana Square, Suite 3500Indianapolis, IN 46204(317) 713-3500 Fax:(317) 713-3699