

**United States Bankruptcy Court
District of Kansas**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Village of Overland Pointe, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 81-0565904	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): 9423 Nall Avenue Overland Park, KS	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 66207	ZIP Code
County of Residence or of the Principal Place of Business: Johnson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	135th & Mission, Leawood KS 11408 W. 135th, Overland Park, KS 8661-8667 135th, Overland Park, KS

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Village of Overland Pointe, LLC</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: Terra Bentley II, LLC	Case Number: 09-23107-11-dls	Date Filed: 9/18/09
District: Kansas	Relationship: Judgment Debtor	Judge: Dale L. Somers

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

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

Name of Debtor(s):
Village of Overland Pointe, LLC

Signatures

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Joanne B. Stutz KS
Signature of Attorney for Debtor(s)

Joanne B. Stutz KS #12365; MO #30820
Printed Name of Attorney for Debtor(s)

Evans & Mullinix, P.A.
Firm Name

7225 Renner Road, Suite 200
Shawnee, KS 66217

Address

(913) 962-8700 Fax: (913) 962-8701
Telephone Number

January 3, 2012
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ L. Gray Turner
Signature of Authorized Individual

L. Gray Turner
Printed Name of Authorized Individual

Member
Title of Authorized Individual

January 3, 2012
Date

**United States Bankruptcy Court
District of Kansas**

In re Village of Overland Pointe, 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
\$0.00	2012 YTD - gross earnings
\$0.00	2011 - Unknown gross earnings
\$0.00	2010 - Unknown gross earnings

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
Eldon Shields Gates Shields & Ferguson PA 10990 Quivira #200 Overland Park, KS 66210	Attorney fees	\$15,000.00	\$546,396.00

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
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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
BMO Harris Bank National Association vs. Village of Overland Pointe, LLC; Case No. 11CV09070	Foreclosure	District Court of Johnson County, KS	Pending

* 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.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Terra Bentley II, LLC vs. Village of Overland Pointe, LLC; Case No. 07-CV6889; Appellate Case No. 09-101957-A	Contract Dispute	Civil Suit - District Court of Johnson County Appellate Case - Kansas Court of Appeals	Pending / Judgment (Village of Overland Pointe won judgment and Terra Bentley II, LLC appealed. Appeal stayed by Terra Bentley II, LLC's bankruptcy)
Stanley Bank vs. Village of Overland Pointe, LLC et al; Case No. 10CV09100	Foreclosure	District Court of Johnson County, KS	Judgment entered.
Stanley Bank vs. Village of Overland Pointe, LLC et al; Case No. 10CV09099	Foreclosure	District Court of Johnson County, KS	Judgment entered.
Village of Overland Pointe LLC vs. PH Center LLC; Case No. 11LA00234	Landlord/Tenant	District Court of Johnson County, KS	Resolved by PH Center LLC filing bankruptcy on 1/22/2011.
Terra Bentley II, LLC vs. Village of Overland Pointe, LLC; Adversary Case No. 09-06099;	Contract Dispute	US States Bankruptcy Court	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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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
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6. Assignments and receiverships

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

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Evans and Mullinix PA 7225 Renner Rd Ste 200 Shawnee, KS 66217-3043	12/29/2011	\$21,046.00 (includes filing fee)

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
Stanley Bank 7835 W. 151st Street Stanley, KS 66283	December 2011	Approximately \$29,741.62 was taken from bank account to pay real property taxes

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
9990 College Boulevard Overland Park, KS 66210	Terra Venture, LLC	January 2000 - March 2009

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
------	--	---------	--------------------	----------------------------

- 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
Bridget Bickimer, Bookkeeper Overland Park, KS 66212	Since 2000; Part time since 2010
Stan House House, Park, Dobratz, PC 605 W 47th St Ste 301 Kansas City, MO 64112	Since before 2000

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
------	---------	-------------------------

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
Stan House	House, Park, Dobratz PC Kansas City, MO 64114
L. Gray Turner	Overland Park, KS

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	NATURE OF INTEREST	PERCENTAGE OF INTEREST
L. Gray Turner 408 W. 8th Street Kansas City, MO 64105	Member	82.5%
John Sweeney 5608 Golden Bear Overland Park, KS 66210	Member	17.5%

- 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
---	--------------------------------	--

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)
----------------------------	--------------------------------------

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)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date January 3, 2012

Signature /s/ L. Gray Turner
L. Gray Turner
Member

[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 Kansas**

In re Village of Overland Pointe, 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>
Bank of Blue Valley 11935 Riley Overland Park, KS 66213	Bank of Blue Valley 11935 Riley Overland Park, KS 66213	8661 - 8667 W. 135th Street: The Village of Overland Pointe Sixth Plat, Lot 14; County of Johnson County, KS (see attached full legal description) - [1,879,250.00 (1,200,000.00 secured)
Gates Shields & Ferguson PA 10990 Quivira #200 Overland Park, KS 66210	Gates Shields & Ferguson PA 10990 Quivira #200 Overland Park, KS 66210	Legal fees		546,396.00
Lionel Turner Trust c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061	Lionel Turner Trust c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061	Loan		380,415.00
Fayetteville Development Co. c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061	Fayetteville Development Co. c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061	Loan		239,054.00
Klover Architects, Inc. 10955 Lowell #700 Overland Park, KS 66210	Klover Architects, Inc. 10955 Lowell #700 Overland Park, KS 66210	Architectural work	Disputed	134,197.00
Berman DeLeve & Chapman LC 1100 Main, Ste. 2850 Kansas City, MO 64105	Berman DeLeve & Chapman LC 1100 Main, Ste. 2850 Kansas City, MO 64105	Legal fees		41,356.00
Phelps Engineering, Inc. 1270 Winchester Olathe, KS 66061	Phelps Engineering, Inc. 1270 Winchester Olathe, KS 66061	Trade services		4,813.00
Polsinelli Shughart 700 West 47th St, Ste. 1000 Kansas City, MO 64112-1802	Polsinelli Shughart 700 West 47th St, Ste. 1000 Kansas City, MO 64112-1802	Legal fees		3,807.00
Shaner Appraisals, Inc. 10790 Quivira #100 Overland Park, KS 66210	Shaner Appraisals, Inc. 10790 Quivira #100 Overland Park, KS 66210	Appraisal fees		2,435.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Carole M. Isley, Trustee Carole M Isley Trust D10/12/07 827 Blueberry Lane Liberty, MO 64068	Carole M. Isley, Trustee Carole M Isley Trust D10/12/07 827 Blueberry Lane Liberty, MO 64068	Judgment against Terra Bentley II, LLC		325,000.00 (Unknown secured)
Stan House Hose Park Dobratz PC 605 W 47th St Ste 301 Kansas City, MO 64112	Stan House Hose Park Dobratz PC 605 W 47th St Ste 301 Kansas City, MO 64112	Accountant fees		Unknown

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

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

Date January 3, 2012

Signature /s/ L. Gray Turner
L. Gray Turner
Member

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

In re Village of Overland Pointe, LLC

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
8661 - 8667 W. 135th Street: The Village of Overland Pointe Sixth Plat, Lot 14; County of Johnson County, KS (see attached full legal description) - [improved strip mall]	Fee Simple (value based on Bank of Blue Valley 12/2011 appraisal)	-	1,200,000.00	1,879,250.00
11400 W. 135th Street - 135th & Quivira Price Chopper Centre Pt, Lot 7, County of Johnson County, KS (see attached full legal description) - [commercial building]	Fee Simple (value based on Stanley Bank 12/2011 appraisal)	-	2,200,000.00	1,748,035.66
Mission Corner, 135th & Mission, Leawood, KS - The Village of Overland Pointe Sixth Plat, Lot 4; County of Johnson County, KS (see attached full legal description) - [raw ground]	Fee Simple (value based on 2006 appraisal)	-	1,300,000.00	504,910.96

Sub-Total > 4,700,000.00 (Total of this page)

Total > 4,700,000.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

ALL THAT PART OF LOT 14, THE VILLAGE OF OVERLAND POINTE SIXTH PLAT, A SUBDIVISION IN THE CITY OF OVERLAND PARK, JOHNSON COUNTY, KANSAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF LOT 14, THE VILLAGE OF OVERLAND POINTE SIXTH PLAT, A SUBDIVISION IN THE CITY OF OVERLAND PARK, JOHNSON COUNTY, KANSAS, THENCE N 1°54'50" W, ALONG THE WEST LINE OF SAID LOT 14 AND THE EAST RIGHT-OF-WAY LINE OF ANTIOCH ROAD, AS NOW ESTABLISHED, A DISTANCE OF 54.52 FEET; THENCE N 87°53'39" E, A DISTANCE OF 105.16 FEET; THENCE N 1°55'33" W, A DISTANCE OF 27.12 FEET; THENCE N 42°12'28" E, ALONG A WEST LINE OF SAID LOT 14, A DISTANCE OF 203.28 FEET TO THE NORTHERN MOST POINT OF LOT 14; THENCE S 47°47'32" E, ALONG AN EASTERN LINE OF SAID LOT 14, A DISTANCE OF 130.84 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY, ALONG A CURVE TO THE LEFT, ALONG THE EASTERLY LINE OF SAID LOT 14, WITH A RADIUS OF 600.00 FEET, AN INITIAL TANGENT BEARING OF S 42°54'54" W, AN ARC LENGTH OF 58.98 FEET; THENCE S 37°17'00" W, ALONG AN EASTERLY LINE OF SAID LOT 14, A DISTANCE OF 30.00 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY, ALONG A CURVE TO THE LEFT, WITH A RADIUS OF 410.00 FEET, TANGENT TO THE LAST DESCRIBED COURSE, AN ARC LENGTH OF 93.83 FEET TO A POINT OF CURVATURE; THENCE WESTERLY, ALONG A CURVE TO THE LEFT, ALONG THE SOUTH LINE OF SAID LOT 14, WITH A RADIUS OF 100.00 FEET, AN INITIAL TANGENT BEARING OF N 66°29'14" W, AN ARC LENGTH OF 44.71 FEET; THENCE S 87°53'39" W, ALONG THE SOUTH LINE OF SAID LOT 14, A DISTANCE OF 188.43 FEET TO THE TRUE POINT OF BEGINNING, TOGETHER WITH APPURTENANT EASEMENTS FOR INGRESS AND EGRESS AS SET OUT IN ACCESS EASEMENT AND MAINTENANCE AGREEMENT RECORDED IN BOOK 7440, PAGE 858, AND AMENDED BY BOOK 8407, PAGE 168, ACCESS AGREEMENT RECORDED IN BOOK 8512, PAGE 287 AND IN DECLARATION OF COVENANTS, CONDITIONS AND RECIPROCAL EASEMENTS RECORDED IN BOOK 8512, PAGE 292.

KNOWN AS 8661 - 8667 W. 135th STREET, OVERLAND PARK, KS

All that part of Lot 7, 135TH AND QUIVIRA PRICE CHOPPER CENTRE, a subdivision of land now in the City of Overland Park, Johnson County, Kansas, more particularly described as follows: Beginning at the Southeast corner of said Lot 7, thence S 87° 40' 53" W, along the South line of said Lot 7, a distance of 340.39 feet; thence N 2° 19' 07" W, along a line perpendicular to the South line of said Lot 7, a distance of 130.12 feet, to a point on the Northerly line thereof; thence Easterly and Northeasterly, along the Northerly line of said Lot 7, said line being on a curve to the left having a radius of 265 feet, a central angle of 25° 09' 07" and whose initial tangent bearing is N 79° 40' 34" E, a distance of 116.33 feet, to a point of tangency; thence N 54° 31' 27" E, along the Northerly line of said Lot 7, a distance of 190.16 feet, to the most Northerly corner thereof; thence S 26° 07' 47" E, along the Easterly line of said Lot 7, a distance of 72.30 feet, to a point of curvature; thence Southeasterly and Southerly, along the Easterly line of said Lot 7, said line being on a curve to the right having a radius of 516.56 feet and a central angle of 23° 48' 41", a distance of 214.68 feet, to the point of beginning, together with non-exclusive ingress and egress as shown on the plat recorded in Plat Book 92, Page 1 and as established in the Declaration of Easements, Covenants and Restrictions in Volume 4827, Page 914, as amended in Volume 4913, Page 574.

KNOWN AS 11400 W. 135th STREET, OVERLAND PARK, KS

ALL THAT PART OF THE NORTHWEST QUARTER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 25 EAST, IN THE CITY OF LEAWOOD, JOHNSON COUNTY, KANSAS, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 34, THENCE NORTH 87°40'31" EAST, ALONG THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 34, A DISTANCE OF 723.29 FEET; THENCE SOUTH 2°19'29" EAST, A DISTANCE OF 85.00 FEET TO THE POINT OF BEGINNING; THENCE NORTH 87°40'31" EAST, 85.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 34, A DISTANCE OF 283.54 FEET; THENCE SOUTH 2°19'29" EAST, A DISTANCE OF 120.00 FEET; THENCE SOUTH 87°40'31" WEST, A DISTANCE OF 98.00 FEET; THENCE SOUTH 2°19'29" EAST, A DISTANCE OF 128.66 FEET; THENCE SOUTH 87°40'31" WEST, A DISTANCE OF 185.54 FEET; THENCE NORTH 2°19'29" WEST, A DISTANCE OF 248.66 FEET TO THE POINT OF BEGINNING, EXCEPT THAT PART USED OR DEDICATED FOR STREETS, ROADS OR HIGHWAYS

(RAW LAND LOCATED AT OR ABOUT 135th & MISSION ROAD, LEAWOOD, KS)

In re Village of Overland Pointe, 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.		Arvest Bank - Business checking acct. xxx41	-	8,744.52
		Bank of Blue Valley - business checking acct. xxx18	-	200.59
		Stanley Bank - business checking acct. xxx10	-	6,884.16
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
Sub-Total >				15,829.27
(Total of this page)				

2 continuation sheets attached to the Schedule of Personal Property

In re Village of Overland Pointe, LLC,
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Judgment against Terra Bentley II, LLC in 2008 (this is principal amount - does not include accrued interest)	-	1,315,000.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > 1,315,000.00
 (Total of this page)

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

In re Village of Overland Pointe, LLC,
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	1,330,829.27

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

(Report also on Summary of Schedules)

In re Village of Overland Pointe, LLC,
Debtor

Case No. _____

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. §522(b)(2)
- 11 U.S.C. §522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450. (Amount subject to adjustment on 4/1/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
NONE.			

In re Village of Overland Pointe, LLC

Case No. _____

Debtor(s)

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 the 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 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 Without Deducting Value of Collateral" 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, if Any" 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 AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	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 WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C	N A					
ACCOUNT NO.								
Creditor #:1 Bank of Blue Valley 11935 Riley Overland Park, KS 66213								
			2/26/08; renewed 12/16/2011					
			Mortgage					
			8661 - 8667 W. 135th Street: The Village of Overland Pointe Sixth Plat, Lot 14; County of Johnson County, KS (see attached full legal description) - [improved strip mall] and assets of Fayetteville Development Co.					
		X					\$1,879,250.00	\$679,250.00
			VALUE	\$1,200,000.00				

Debtor(s) _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H U S B A N D	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
ACCOUNT NO.								
Creditor #:2 Carole M. Isley, Trustee Carole M Isley Trust D10/12/07 827 Blueberry Lane Liberty, MO 64068			Debt to Village of Overland Pointe LZB, LLC held in her Trust. Secured by judgment against Terra Bentley II, LLC				\$325,000.00	Unknown
ACCOUNT NO.			VALUE \$0.00					
Creditor #:3 Stanley Bank PO Box 23069 Overland Park, KS 66283	X		Mortgage (amt owed as of 10/6/2010) Mission Corner, 135th & Mission, Leawood, KS - The Village of Overland Pointe Sixth Plat, Lot 4; County of Johnson County, KS (see attached full legal description) - [raw ground]				\$504,910.96	\$0.00
ACCOUNT NO.			VALUE \$1,300,000.00					
Creditor #:4 Stanley Bank PO Box 23069 Overland Park, KS 66283	X		March 23, 2009 Mortgage (amt owed as of 10/24/2011) 11400 W. 135th Street - 135th & Quivira Price Chopper Centre Pt, Lot 7, County of Johnson County, KS (see attached full legal description) - [commercial building]				\$1,748,035.66	\$0.00
ACCOUNT NO.			VALUE \$2,200,000.00					
Total(s) (Use only on last page)							\$4,457,196.62	\$679,250.00

(Report also on Summary of Schedules)

If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

In re Village of Overland Pointe, LLC

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

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

In re Village of Overland Pointe, 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	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. Creditor #: 1 Internal Revenue Service Centralized Insolvency Ops PO Box 7346 Philadelphia, PA 19101-7346	-						0.00	0.00
Account No. IRS Special Procedures 271 W 3rd Street N Ste 3000 STOP 5333 WIC Wichita, KS 67202-1212			Representing: Internal Revenue Service				Notice Only	
Account No. US Attorney Rm 360 500 State Avenue Kansas City, KS 66101			Representing: Internal Revenue Service				Notice Only	
Account No. Creditor #: 2 Johnson County Treasurer 111 South Cherry Street Suite 1500 Olathe, KS 66061-3468	-						0.00	0.00
Account No. Creditor #: 3 Kansas Department of Revenue Civil Tax Enforcement PO Box 12005 Topeka, KS 66612-2005	-						0.00	0.00
Subtotal							0.00	0.00
(Total of this page)							0.00	0.00

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

In re Village of Overland Pointe, 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 T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
Kansas Dept of Administration Attn Director of Acct & Report Landon State Ofc Bldg Rm 351S 900 SW Jackson Topeka, KS 66612			Representing: Kansas Department of Revenue				Notice Only		
Account No.									
Account No.									
Account No.									
Account No.									

Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims	Subtotal (Total of this page)	0.00	0.00
	Total (Report on Summary of Schedules)	0.00	0.00

In re Village of Overland Pointe, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Creditor #: 1 Berman DeLeve & Chapman LC 1100 Main, Ste. 2850 Kansas City, MO 64105		Legal fees				41,356.00
Account No. Creditor #: 2 BMO Harris Bank National Assoc 4726 East Town Blvd, Ste. 260 Madison, WI 53704		For notice purposes only				0.00
Account No. Elizabeth Haden Byan Cave LLP 1200 Main Street, Ste. 3500 Kansas City, MO 64105		Representing: BMO Harris Bank National Assoc				Notice Only
Account No. Creditor #: 3 Fayetteville Development Co. c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061		Loan				239,054.00
Subtotal (Total of this page)						280,410.00

3 continuation sheets attached

In re Village of Overland Pointe, 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. Creditor #: 4 Gates Shields & Ferguson PA 10990 Quivira #200 Overland Park, KS 66210	-	2006 - present Legal fees				546,396.00
Account No. Creditor #: 5 James Daniels McDowell Rice Smith & Buchanan 605 W 47th St., Ste 350 Kansas City, MO 64112-1905	-	For notice purposes only - Attorney for Terra Bentley II				0.00
Account No. Creditor #: 6 Klover Architects, Inc. 10955 Lowell #700 Overland Park, KS 66210	-	2006 Architectural work			X	134,197.00
Account No. Creditor #: 7 Lionel Turner Trust c/o Jean Basore, Trustee 875 N Jan Mar Court Olathe, KS 66061	-	Loan				380,415.00
Account No. Creditor #: 8 Phelps Engineering, Inc. 1270 Winchester Olathe, KS 66061	-	Trade services				4,813.00
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,065,821.00

In re Village of Overland Pointe, 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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Creditor #: 9 Polsinelli Shughart 700 West 47th St, Ste. 1000 Kansas City, MO 64112-1802		-	2006 Legal fees				3,807.00	
Account No. Creditor #: 10 Shaner Appraisals, Inc. 10790 Quirvira #100 Overland Park, KS 66210		-	2006 Appraisal fees				2,435.00	
Account No. Creditor #: 11 Stan House Hose Park Dobratz PC 605 W 47th St Ste 301 Kansas City, MO 64112		-	Accountant fees				Unknown	
Account No. Creditor #: 12 Topeka Development Co. c/o Jack Isley 8270 Blueberry Lane Liberty, MO 64068		-	For notice purposes only				0.00	
Account No. Creditor #: 13 Village of Overland Pointe LZB c/o Jack Isley 9423 Nall Prairie Village, KS 66207		-	For notice purposes only				0.00	
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	6,242.00

In re Village of Overland Pointe, 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. Creditor #: 14 William Modrcin Johnston Ballweg & Modrcin LC 9393 W. 110th St, Ste. 450 Overland Park, KS 66225		-	For notice purposes only - Attorney for Terra Bentley, II			0.00
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>3</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	0.00
					Total (Report on Summary of Schedules)	1,352,473.00

In re Village of Overland Pointe, 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).

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.
Buckley Company 8665 W. 135th Street Overland Park, KS 66221	Lease Agreement for premises known as 8665 W. 135th Street, Overland Park, KS (September 6, 2011 - December 31, 2016) @ \$5,066.25/month
Complete Health & Fitness 11408 W. 135th Street Overland Park, KS 66221	Lease Agreement for premises known as 11408 W. 135th Street, Overland Park, KS (executed November 2011) @ \$5,850.67/month
Family Health Medical Center 11400 W. 135th Street Overland Park, KS 66221	Lease Agreement for premises known as 11400 W. 135th Street, Overland Park, KS (September 1, 2011 - August 31, 2016) @ \$8,984.25/month
PS Kansas City, LLC 8663 W. 135th Street Overland Park, KS 66221	Lease Agreement for premises known as 8663 W. 135th Street, Overland Park, KS (January 1, 2012 - August 31, 2016) @ \$2,541,21/month

In re Village of Overland Pointe, 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	NAME AND ADDRESS OF CREDITOR
Carole M. Isley, Trustee Carole M Isley Trust D10/12/07 827 Blueberry Lane Liberty, MO 64068	Stanley Bank PO Box 23069 Overland Park, KS 66283
John M Sweeney Trust Agreement DTD 8/27/2003 5608 Golden Bear Overland Park, KS 66210	Bank of Blue Valley 11935 Riley Overland Park, KS 66213
L. Gray Turner 408 W. 8th Street Kansas City, MO 64105	Stanley Bank PO Box 23069 Overland Park, KS 66283
L. Gray Turner 408 W. 8th Street Kansas City, MO 64105	Stanley Bank PO Box 23069 Overland Park, KS 66283
Lionel Gray Turner Trust by Lionel Gray Turner 12601 Briar Drive Leawood, KS 66209	Bank of Blue Valley 11935 Riley Overland Park, KS 66213
MKS Family LP by L. Gray Turner 9423 Nall Avenue Overland Park, KS 66207	Bank of Blue Valley 11935 Riley Overland Park, KS 66213

Debtor(s)

SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S) - N/A

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average or projected monthly income at time case filed)	DEBTOR	SPOUSE
1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)	\$ 0.00	\$ 0.00
2. Estimate monthly overtime	\$ 0.00	\$ 0.00
3. SUBTOTAL	\$ 0.00	\$ 0.00
4. LESS PAYROLL DEDUCTIONS		
a. Payroll taxes and social security	\$ 0.00	\$ 0.00
b. Insurance	\$ 0.00	\$ 0.00
c. Union dues	\$ 0.00	\$ 0.00
d. Other (Specify): _____	\$ 0.00	\$ 0.00
	\$ 0.00	\$ 0.00
5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ 0.00	\$ 0.00
6. TOTAL NET MONTHLY TAKE HOME PAY	\$ 0.00	\$ 0.00
7. Regular income from operation of business or profession or farm (Attach detailed statement)	\$ 0.00	\$ 0.00
8. Income from real property	\$ 0.00	\$ 0.00
9. Interest and dividends	\$ 0.00	\$ 0.00
10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	\$ 0.00	\$ 0.00
11. Social security or government assistance (Specify): _____	\$ 0.00	\$ 0.00
	\$ 0.00	\$ 0.00
12. Pension or retirement income	\$ 0.00	\$ 0.00
13. Other monthly income (Specify): _____	\$ 0.00	\$ 0.00
	\$ 0.00	\$ 0.00
14. SUBTOTAL OF LINES 7 THROUGH 13	\$ 0.00	\$ 0.00
15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)	\$ 0.00	\$ 0.00
16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$ 0.00	\$ 0.00

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S) - N/A

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

Table with 3 columns: Description, Yes/No, Amount. Rows include: 1. Rent or home mortgage payment (0.00), 2. Utilities (Electricity and heating fuel, Water and sewer, Telephone, Other), 3. Home maintenance, 4. Food, 5. Clothing, 6. Laundry and dry cleaning, 7. Medical and dental expenses, 8. Transportation, 9. Recreation, clubs and entertainment, 10. Charitable contributions, 11. Insurance (Homeowner's or renter's, Life, Health, Auto, Other), 12. Taxes, 13. Installment payments (Auto, Other), 14. Alimony, maintenance, and support paid to others, 15. Payments for support of additional dependents, 16. Regular expenses from operation of business, 17. Other.

18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.) \$ 0.00

19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:

20. STATEMENT OF MONTHLY NET INCOME
a. Average monthly income from Line 15 of Schedule I \$ 0.00
b. Average monthly expenses from Line 18 above \$ 0.00
c. Monthly net income (a. minus b.) \$ 0.00

**United States Bankruptcy Court
District of Kansas**

In re Village of Overland Pointe, LLC,
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	4	4,700,000.00		
B - Personal Property	Yes	3	1,330,829.27		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	3		4,457,196.62	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		1,352,473.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		22			
Total Assets			6,030,829.27		
Total Liabilities				5,809,669.62	

**United States Bankruptcy Court
District of Kansas**

In re Village of Overland Pointe, 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)		

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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Member of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date January 3, 2012

Signature /s/ L. Gray Turner
L. Gray Turner
Member

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

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DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept as allowed by Court	\$	<u>Unknown</u>
Prior to the filing of this statement I have received as attorney fees & for a retainer	\$	<u>20,000.00</u>
Balance due to be determined	\$	<u>Unknown</u>

2. \$ 1,046.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceedings, reaffirmations and redemptions.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: January 3, 2012

/s/ Joanne B. Stutz KS

Joanne B. Stutz KS #12365; MO #30820
Evans & Mullinix, P.A.
7225 Renner Road, Suite 200
Shawnee, KS 66217
(913) 962-8700 Fax: (913) 962-8701

Bank of Blue Valley
11935 Riley
Overland Park KS 66213

Berman DeLeve & Chapman LC
1100 Main, Ste. 2850
Kansas City MO 64105

BMO Harris Bank National Assoc
4726 East Town Blvd, Ste. 260
Madison WI 53704

Buckley Company
8665 W. 135th Street
Overland Park KS 66221

Carole M. Isley, Trustee
Carole M Isley Trust D10/12/07
827 Blueberry Lane
Liberty MO 64068

Complete Health & Fitness
11408 W. 135th Street
Overland Park KS 66221

Eldon J Shields
Gates Shields & Ferguson
10990 Quivira, Ste. 200
Overland Park KS 66210

Elizabeth Haden
Byan Cave LLP
1200 Main Street, Ste. 3500
Kansas City MO 64105

Ernie Ballweg
Johnston Ballweg & Modrcin LC
9393 W. 110th St, Ste. 450
Overland Park KS 66225

Family Health Medical Center
11400 W. 135th Street
Overland Park KS 66221

Fayetteville Development Co.
c/o Jean Basore, Trustee
875 N Jan Mar Court
Olathe KS 66061

Gates Shields & Ferguson PA
10990 Quivira #200
Overland Park KS 66210

Internal Revenue Service
Centralized Insolvency Ops
PO Box 7346
Philadelphia PA 19101-7346

IRS Special Procedures
271 W 3rd Street N Ste 3000
STOP 5333 WIC
Wichita KS 67202-1212

James Daniels
McDowell Rice Smith & Buchanan
605 W 47th St., Ste 350
Kansas City MO 64112-1905

John M Sweeney Trust Agreement
DTD 8/27/2003
5608 Golden Bear
Overland Park KS 66210

Johnson County Treasurer
111 South Cherry Street
Suite 1500
Olathe KS 66061-3468

Kansas Department of Revenue
Civil Tax Enforcement
PO Box 12005
Topeka KS 66612-2005

Kansas Dept of Administration
Attn Director of Acct & Report
Landon State Ofc Bldg Rm 351S
900 SW Jackson
Topeka KS 66612

Klover Architects, Inc.
10955 Lowell #700
Overland Park KS 66210

L. Gray Turner
408 W. 8th Street
Kansas City MO 64105

Lionel Gray Turner Trust
by Lionel Gray Turner
12601 Briar Drive
Leawood KS 66209

Lionel Turner Trust
c/o Jean Basore, Trustee
875 N Jan Mar Court
Olathe KS 66061

MKS Family LP
by L. Gray Turner
9423 Nall Avenue
Overland Park KS 66207

Phelps Engineering, Inc.
1270 Winchester
Olathe KS 66061

Polsinelli Shughart
700 West 47th St, Ste. 1000
Kansas City MO 64112-1802

PS Kansas City, LLC
8663 W. 135th Street
Overland Park KS 66221

Shaner Appraisals, Inc.
10790 Quirvira #100
Overland Park KS 66210

Stan House
Hose Park Dobratz PC
605 W 47th St Ste 301
Kansas City MO 64112

Stanley Bank
PO Box 23069
Overland Park KS 66283

Topeka Development Co.
c/o Jack Isley
8270 Blueberry Lane
Liberty MO 64068

US Attorney
Rm 360
500 State Avenue
Kansas City KS 66101

Village of Overland Pointe LZB
c/o Jack Isley
9423 Nall
Prairie Village KS 66207

William Modrcin
Johnston Ballweg & Modrcin LC
9393 W. 110th St, Ste. 450
Overland Park KS 66225

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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
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Member 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 January 3, 2012

Signature /s/ L. Gray Turner
L. Gray Turner
Member

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18 U.S.C §§ 152 and 3571.

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VERIFICATION OF CREDITOR MATRIX

I, the Member 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: January 3, 2012

/s/ L. Gray Turner

L. Gray Turner/Member

Signer/Title

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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 Village of Overland Pointe, 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:

None [*Check if applicable*]

January 3, 2012

Date

/s/ Joanne B. Stutz KS

Joanne B. Stutz KS #12365; MO #30820

Signature of Attorney or Litigant

Counsel for Village of Overland Pointe, LLC

Evans & Mullinix, P.A.

7225 Renner Road, Suite 200

Shawnee, KS 66217

(913) 962-8700 Fax:(913) 962-8701