

**United States Bankruptcy Court
District of New Mexico**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): MAXREP LLC, A New Mexico Domestic Limited Liability Company	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): See Attached	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): EIN: 45-2454494; CRS 03-221580-00-0	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) 604 Cedar Hill Rd. NE Albuquerque, NM <div style="text-align: right; border: 1px solid black; padding: 2px;"> ZIP CODE 87121 </div>	Street Address of Joint Debtor (No. and Street, City, and State) <div style="text-align: right; border: 1px solid black; padding: 2px;"> ZIP CODE </div>
County of Residence or of the Principal Place of Business: Bernalillo	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;"> ZIP CODE </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;"> ZIP CODE </div>

Location of Principal Assets of Business Debtor (if different from street address above):
See Attached, See ZIP CODE
??-???

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 Operate health clubs <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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 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
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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 No. 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.	Check one box: Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Debtor is not a small business 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, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. 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"/> 1000-5000 <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 checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input 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 checked="" type="checkbox"/> \$500,001 to \$1 million <input 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	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): MAXREP LLC, A New Mexico Domestic Limited Liability Company
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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:
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Location Where Filed: N.A.	Case Number:	Date Filed:
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Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: NONE	Case Number:	Date Filed:
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District:	Relationship:	Judge:
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Exhibit A

(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)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

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).

X _____ Date _____
Signature of Attorney for Debtor(s)

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 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 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 non bankruptcy 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(1)).

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

Name of Debtor(s):
MAXREP LLC, A New Mexico Domestic Limited Liability Company

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 § 1515 of title 11 are attached.

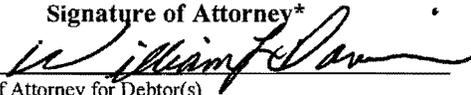
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

(Date)

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)

WILLIAM F. DAVIS 1777
Printed Name of Attorney for Debtor(s)

William F. Davis & Associates, P.C.
Firm Name

6709 Academy NE, Suite A
Address

Albuquerque, NM 87109

(505)243-6129
Telephone Number

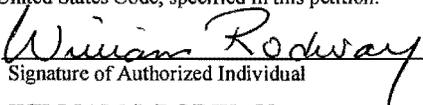
10-26-11
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X 
Signature of Authorized Individual

WILLIAM J. RODWAY
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

10-26-11
Date

Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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.

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ATTACHMENT TO VOLUNTARY PETITION

All Other Names used by the Debtor in the last 8 years:

dba Charter Fitness of New Mexico; Charter Fitness of Rio Rancho; Charter Fitness of Far North; Charter Fitness of 528; Charter Fitness of Skyview; Charter Fitness of Tramway; and Charter Fitness of Academy.

*Debtor formed June 15, 2011 and commenced operations July 1, 2011.

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

1660 Rio Rancho, Blvd.
Suite B
Rio Rancho, NM 87124

1530 A Tramway Blvd NE
Albuquerque, NM 87112

6300 San Mateo Blvd. NE
Suite Q
Albuquerque, NM 87109

United States Bankruptcy Court
District of New Mexico

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
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.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 223,643.04		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	2		\$ 624,482.17	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	5		\$ 222,433.92	
G - Executory Contracts and Unexpired Leases	YES	3			
H - Codebtors	YES	2			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		19	\$ 223,643.04	\$ 846,916.09	

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United States Bankruptcy Court
District of New Mexico

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
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)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

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

State the Following:

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

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(If known)

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 co-tenant, 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
None.			0.00	None
Total >			0.00	

(Report also on Summary of Schedules.)

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

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

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

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

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X	Bank of the West -3736. Operating account Academy. Bank of the West -1314. Savings--Academy. Bank of the West -3769. Operating account Tramway. Bank of the West -1348. Savings--Tramway. Bank of the West -3777. Operating account Rio Rancho. Bank of the West -1355. Savings--Rio Rancho. Bank of the West -3793. Payroll account.		58.41 3.50 2,914.62 5.02 4,924.99 5.02 28,540.98
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			
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			

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(If known)

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
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 non-negotiable instruments.	X			
16. Accounts receivable.		Annual service fees from members due on or about 10/28/11.		18,000.00
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or 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 of setoff claims. Give estimated value of each.		Claim against Sellers (Charter Fitness of Rio Rancho LLC, Charter Fitness of Skyview LLC, Charter Fitness of Far North LLC) under Asset Purchase Agreement dated 7/1/11.		Indeterminate
22. Patents, copyrights, and other intellectual property. Give particulars.		Intellectual Property Rights Under Asset Purchase Agreement		Indeterminate
23. Licenses, franchises, and other general intangibles. Give particulars.		Asset Purchase Agreement dated July 1, 2011		Indeterminate
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.		Member lists and member contracts.		Indeterminate
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(If known)

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
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment. 6300 San Mateo NE, 1530 Tramway NE, 1660 Rio Rancho Blvd NE. Total book value: \$50,440.00. See attached B.28.		20,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		TCF Equipment See attached B.29.		23,000.00
		Weights See attached B.29.		3,965.50
		Key Equipment See attached B.29.		36,950.00
		MacroLease Equipment See attached B.29.		75,275.00
		Geneva Equipment See attached B.29.		10,000.00
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			

0 continuation sheets attached Total \$ 223,643.04

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 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.

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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 34144, 34145, 34146 GENEVA CAPITAL LLC 522 BROADWAY STREET SUITE 4 ALEXANDRIA MN 56308	X	Incurred: 7/1/11. Lien: Financing leases with Charter Fitness of Far North, Charter Fitness of Skyview, Charter Fitness of Rio Rancho. VALUE \$ 10,000.00	X	X	X	30,753.55	20,753.55
ACCOUNT NO. Cw01418803, Cw01418364 KEY EQUIPMENT FINANCE INC. 1000 S. McCASLIN BLVD SUPERIOR CO 80027	X	Lien: Financing leases with Cardinal Fitness of Skyview LLC. VALUE \$ 36,950.00	X	X	X	80,107.95	43,157.95
ACCOUNT NO. LIFE FITNESS LEASING ADMINISTRATION ATTENTION: DAVE FISHER 5100 N. RIVER ROAD SCHILLER PARK IL 60176		See VGM Financial Services. VALUE \$ 0.00				Notice Only	Notice Only

1 continuation sheets attached

Subtotal (Total of this page)	\$ 110,861.50	\$ 63,911.50
Total (Use only on last page)	\$	\$

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

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 23148, 23369, 23371 MACROLEASE CORPORATION Attention: Carol O'Sullivan 1 WEST AMES COURT Ste 101 PLAINVIEW NY 11803	X	Incurred: 7/1/11 Lien: Financing leases with Charter Fitness of Far North, Charter Fitness of Skyview, and Charter Fitness of Rio Rancho. VALUE \$ 75,275.00	X	X	X	433,702.43	358,427.43
ACCOUNT NO. TCF EQUIPMENT FINANCE 111000 WAYZATA BLVD. STE. 801 MINNETONKA MN 55305		See VGM Financial Services. VALUE \$ 0.00				Notice Only	Notice Only
ACCOUNT NO. VGM FINANCIAL SERVICES 1111 WEST SAN MARNAN DRIVE WATERLOO IA 50701		See VGM Financial Services. VALUE \$ 0.00				Notice Only	Notice Only
ACCOUNT NO. See description. VGM FINANCIAL SERVICES P.O. BOX 78523 MILWAUKEE WI 53278-0523	X	Incurred: 7/1/11 Lien: Financing leases with Charter Fitness of Far North, Charter Fitness of Skyview, and Charter Fitness of Rio Rancho. ##1744-294, 1744-295, 1744-310, 1744-311, 1744-261, 1744-260. Lessor: Life Fitness. VALUE \$ 23,000.00	X	X	X	79,918.24	56,918.24
ACCOUNT NO.		VALUE \$					

Sheet no. 1 of 1 continuation sheets attached to
 Schedule of Creditors Holding Secured Claims

Subtotal (s)	\$ 513,620.67	\$ 415,345.67
(Total(s) of this page)		
Total(s)	\$ 624,482.17	\$ 479,257.17
(Use only on last page)		

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related

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MAXREP LLC, A New Mexico Domestic Limited Liability Company

In re Debtor

Case No. (if known)

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 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.

[X] 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).

*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.

B6E (Official Form 6E) (04/10) - Cont.

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
Debtor

Case No. _____
(if known)

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).

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

0 continuation sheets attached

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(If known)

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 "Code Debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code Debtors. If a joint petition is filed, state whether 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.

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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
ACCOUNT NO. 831-000-1827-782, 831-000-1582-1760 AT&T PO BOX 5019 CAROL STREAM IL 60197-5019			Incurred: 8/5/11 Consideration: Telephone services. Services billed on accounts of Charter Fitness Rio Rancho and Cardinal Fitness Skyview.	X	X	X	789.61	
ACCOUNT NO. Charter Fitness of Far North LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467			Incurred: 7/1/11 Consideration: Claim under Asset Purchase Agreement dated 7/1/11.	X	X	X	12,986.00	
ACCOUNT NO. Charter Fitness of Rio Rancho LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467			Incurred: 7/1/11 Consideration: Claim under Asset Purchase Agreement dated 7/1/11.	X	X	X	5,416.67	
ACCOUNT NO. Charter Fitness of Skyview LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467			Incurred: 7/1/11 Consideration: Claim under Asset Purchase Agreement dated 7/1/11.	X	X	X	9,884.39	
Subtotal							\$	29,076.67
Total							\$	

4 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. 35589 Del Outdoor Advertising, Inc. 1702 S. Arizona Ave. Yuma AZ 85364		Incurred: 7/1/11. Consideration: Claim under Outdoor Advertising Agreement dated 2/7/11 between creditor and Charter Fitness of Albuquerque.	X	X	X	9,461.40
ACCOUNT NO. Ed Vrdolyak 10811 W. 143rd Street, Suite 210 Orland Park IL 60467		Consideration: Guarantor of liabilities assumed or assumable by Debtor under Asset Purchase Agreement dated 7/1/11 between Debtor and Charter Fitness of Far North LLC, Charter Fitness of Skyview LLC, and Charter Fitness of Rio Rancho LLC.				1.00
ACCOUNT NO. , Albuquerque, NM Far North LLC Vintage Real Estate LLC Attn: Vice President of Operations 11611 San Vicente Blvd 10th Floor Los Angeles CA 90049	X	Incurred: 7/1/11 Consideration: Claim under lease dated 5/16/08 between creditor and Charter Fitness of Far North LLC for premises at 6300 San Mateo NE, Albuquerque NM.	X	X		18,620.15
ACCOUNT NO. Grubb & Ellis Attn: Mark Butcher, Julie Chacksfield 2424 Louisiana NE Ste 300 Albuquerque NM 87110		Consideration: Leasing agent for Far North LLC (6300 San Mateo location) and Skyview LLC (1530 A Tramway NE location),				Notice Only
ACCOUNT NO. J. Edward Hollington, Esq. 708 Marquette Ave. NW Albuquerque NM 87102-2035		Attorney for Skyview Center LP.				Notice Only

Sheet no. 1 of 4 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >	\$	28,082.55
Total >	\$	

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. John B. Privitt 9709 Apache Ave. NE Albuquerque NM 87112		Consideration: Guarantor of Debtor's liabilities.	X	X		1.00
ACCOUNT NO. Joseph P. Vrdolyak II 10811 W. 143rd Street, Suite 210 Orland Park IL 60467		Guarantor of liabilities assumed or assumable by Debtor under Asset Purchase Agreement dated 7/1/11 between Debtor and Charter Fitness of Far North LLC, Charter Fitness of Skyview LLC, and Charter Fitness of Rio Rancho LLC.	X	X	X	1.00
ACCOUNT NO. NEV Management LLC 10760 W. 143rd Street Suite 63 Orland Park IL 60462		Consideration: Claim under Asset Purchase Agreement dated 7/1/11, as member of seller entities.	X	X	X	1.00
ACCOUNT NO. NEV Management LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Ste. 210 Orland Park IL 60647		Additional address for NEV Management LLC.				Notice Only
ACCOUNT NO. Paul Kienzle, Esq. Scott & Kienzle, PA P.O. Box 587 Albuquerque, NM 87102		Consideration: Collection Attorney for Far North LLC				Notice Only

Sheet no. 2 of 4 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$ 3.00

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467		Guarantor of liabilities assumed or assumable by Debtor under Asset Purchase Agreement dated 7/1/11 between Debtor and Charter Fitness of Far North LLC, Charter Fitness of Skyview LLC, and Charter Fitness of Rio Rancho LLC.	X	X	X	1.00
ACCOUNT NO. Rio Rancho of NM Ltd. Partnership, Eckbird, Inc. & Bound Brook-28 LLC c/o Mark Rubin 777 Arthur Godfrey Road Suite 400 Miami FL 33140-3441	X	Incurred: 7/1/11 Consideration: Claim under lease dated 6/8/09 between creditor and Charter Fitness of Rio Rancho LLC for premises at 1660 Rio Rancho Blvd., Rio Rancho NM.	X	X		6,371.74
ACCOUNT NO. Roberts McGivney Zagotta LLC Attn: Michael S. Roberts, John R. Lane, Craig E. Donnelly 55 W. Monroe Street, Suite 1700 Chicago IL 60603		Attorneys for Charter Fitness of Rio Rancho LLC, Charter Fitness of Skyview LLC, Charter Fitness of Far North LLC.				Notice Only
ACCOUNT NO. Skyview Center L.P. 250 W. Southlake Blvd, Ste. 250 Southlake TX 76092	X	Incurred: 7/11/11 Consideration: Claim under lease dated 3/26/08 between creditor and Charter Fitness of Skyview LLC for premises at 1530 Tramway Blvd NE, Albuquerque NM.	X	X		13,854.02
ACCOUNT NO. William J. Rodway 604 Cedar Hill Rd NE Albuquerque NM 87121		Consideration: Loan. Guarantor of Debtor's liabilities.	X	X		145,000.00

Sheet no. 3 of 4 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal ▶ \$ 165,226.76

Total ▶ \$

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Wired 1102 Mountain Road NW Ste. 201 Albuquerque NM 87102		Incurred: 9/2/11 Consideration: Fire alarm monitoring service. Account in name of Charter Fitness of Rio Rancho.	X			44.94
ACCOUNT NO. 						
ACCOUNT NO. 						
ACCOUNT NO. 						
ACCOUNT NO. 						

Sheet no. 4 of 4 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal > \$ 44.94

Total > \$ 222,433.92

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(if known)

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.
Del Outdoor Advertising, Inc. 1702 S. Arizona Ave. Yuma AZ 85364	Outdoor Advertising Agreement dated 2/7/11 between Del Outdoor Advertising Inc. and Charter Fitness of Albuquerque.
Charter Fitness of Far North LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
Charter Fitness of Rio Rancho LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
Charter Fitness of Skyview LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
Far North LLC Vintage Real Estate LLC Attn: Vice President of Operations 11611 San Vicente Blvd 10th Floor Los Angeles CA 90049	Lease dated as of 5/16/09 of premises at 6300 San Mateo NE, Albuquerque NM, as amended.
Rio Rancho of NM Ltd. Partnership, Eckbird, Inc, and Bound Brook-28 LLC c/o Mark Rubin 777 Arthur Godfrey Road Suite 400 Miami FL 33140-3441	Lease dated as of 6/8/09 of premises at 1660 Rio Rancho Blvd., Rio Rancho NM, as amended. Contract No: `
Skyview Center L.P. 250 W. Southlake Blvd, Ste. 250 Southlake TX 76092	Lease dated as of 3/26/08 of premises at 1530 A Tramway Blvd., Albuquerque NM, as amended.

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (if known)

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

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.
MACROLEASE CORPORATION 1 WEST AMES COURT Ste 101 PLAINVIEW NY 11803	Equipment leases with Charter Fitness of Rio Rancho LLC, Charter Fitness of Far North LLC, and Charter Fitness of Rio Rancho LLC. See Schedule D.
VGM FINANCIAL SERVICES P.O. BOX 78523 MILWAUKEE WI 53278-0523	Equipment leases with Charter Fitness of Rio Rancho LLC, Charter Fitness of Far North LLC, and Charter Fitness of Rio Rancho LLC. See Schedule D.
GENEVA CAPITAL LLC 522 BROADWAY STREET SUITE 4 ALEXANDRIA MN 56308	Equipment leases with Charter Fitness of Rio Rancho LLC, Charter Fitness of Far North LLC, and Charter Fitness of Rio Rancho LLC. See Schedule D.
VGM FINANCIAL SERVICES P.O. BOX 78523 MILWAUKEE WI 53278-0523	Equipment leases with Charter Fitness of Rio Rancho LLC, Charter Fitness of Far North LLC, and Charter Fitness of Rio Rancho LLC. See Schedule D.
Charter Fitness of Far North LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
Charter Fitness of Rio Rancho LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
Charter Fitness of Skyview LLC Attention: Peter J. Vrdolyak 10811 W. 143rd Street Suite 210 Orland Park IL 60467	Asset Purchase Agreement dated 7/1/11.
ABC Financial PO Box 6800 Sherwood AR 72124-6800	Payment processing agreement (collection and deposit of member fees).

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company
 Debtor

Case No. _____
 (if known)

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

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.
Charter Fitness, Inc. Attention: Peter J. Vrdolyak 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Trademark License Agreement dated 7/1/11.
Contracts with members. 4,466 as of 9/15/11.	
KEY EQUIPMENT FINANCE INC. 1000 S. McCASLIN BLVD SUPERIOR CO 80027	Equipment leases with Cardinal Fitness of Skyview LLC.

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(if known)

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. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Far North LLC Vintage Real Estate LLC Attn: Vice President of Operations 11611 San Vicente Blvd 10th Floor Los Angeles CA 90049
Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Rio Rancho of NM Ltd. Partnership, Eckbird, Inc, and Bound Brook-28 LLC c/o Mark Rubin 777 Arthur Godfrey Road Suite 400 Miami FL 33140-3441
Joseph P. Vrdolyak II 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Rio Rancho of NM Ltd. Partnership, Eckbird, Inc, and Bound Brook-28 LLC c/o Mark Rubin 777 Arthur Godfrey Road Suite 400 Miami FL 33140-3441
Ed Vrdolyak 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Rio Rancho of NM Ltd. Partnership, Eckbird, Inc, and Bound Brook-28 LLC c/o Mark Rubin 777 Arthur Godfrey Road Suite 400 Miami FL 33140-3441
Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	Skyview Center L.P. 250 W. Southlake Blvd, Ste. 250 Southlake TX 76092
Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	MACROLEASE CORPORATION 1 WEST AMES COURT Ste 101 PLAINVIEW NY 11803

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In re MAXREP LLC, A New Mexico Domestic Limited Liability Company

Case No. _____

Debtor

(if known)

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Joseph P. Vrdolyak II 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	MACROLEASE CORPORATION 1 WEST AMES COURT Ste 101 PLAINVIEW NY 11803
Peter J. Vrdolyak III 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	KEY EQUIPMENT FINANCE INC. 1000 S. McCASLIN BLVD SUPERIOR CO 80027
Joseph P. Vrdolyak II 10811 W. 143rd Street, Suite 210 Orland Park IL 60467	KEY EQUIPMENT FINANCE INC. 1000 S. McCASLIN BLVD SUPERIOR CO 80027
William J. Rodway 504 Cedar Hill Rd NE Albuquerque NM 87121	GENEVA CAPITAL LLC 522 BROADWAY STREET SUITE 4 ALEXANDRIA MN 56308
John B. Privitt 9709 Apache Ave. NE Albuquerque NM 87112	GENEVA CAPITAL LLC 522 BROADWAY STREET SUITE 4 ALEXANDRIA MN 56308

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MAXREP LLC, A New Mexico Domestic Limited Liability Company

In re _____ Debtor

Case No. _____ (If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____ Debtor

Date _____

Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____ Signature of Bankruptcy Petition Preparer

_____ Date

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 signed 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.

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

I, the Managing Member [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the MAXREP LLC, A New Mexico Domestic Limited Liability Company [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10-26-11

Signature: William Rodway WILLIAM J. RODWAY

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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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UNITED STATES BANKRUPTCY COURT
District of New Mexico

MAXREP LLC, A New Mexico Domestic Limited
Liability Company

In Re

Case No. (if known)

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 and Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None
[]

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Table with 3 columns: Year, Amount, Source. Row 1: 2011, 287,060.97, Operations, beginning July 1, 2011. Row 2: 2010. Row 3: 2009.

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an 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 creditor 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

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.)

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR

DATES OF PAYMENTS

AMOUNT PAID

AMOUNT STILL OWING

See attached SOFA 3.b.



Charter Fitness of New Mexico

10/26/2011 10:57 AM

Register: Payroll-All

From 10/07/2011 through 10/26/2011

Sorted by: Date, Type, Number/Ref

<u>Date</u>	<u>Number</u>	<u>Payee</u>	<u>Account</u>	<u>Memo</u>	<u>Payment</u>	<u>C</u>	<u>Deposit</u>	<u>Balance</u>
10/07/2011	159	Arthur H Dahl	-split-		213.73	*		15,884.37
10/07/2011	160	Austin R Tidwell	-split-		88.79	*		15,795.58
10/07/2011	161	Bob A Gonzales	-split-		214.60	*		15,580.98
10/07/2011	162	Bobby L Lucero	-split-		804.07	*		14,776.91
10/07/2011	163	Camila M McNown	-split-		329.91	*		14,447.00
10/07/2011	164	Derek S Ritz	-split-		100.38	*		14,346.62
10/07/2011	165	Drew D Mathson	-split-		50.34	*		14,296.28
10/07/2011	166	Gary E. Schancer	-split-		300.17			13,996.11
10/07/2011	167	James M Ross	-split-		1,089.30	*		12,906.81
10/07/2011	168	Jeremiah M Silva	-split-		296.86	*		12,609.95
10/07/2011	169	Jeremy J Mendoza	-split-		7.93	*		12,602.02
10/07/2011	171	Jordan S VanDyke	-split-		881.37	*		11,720.65
10/07/2011	172	Joseph R Thrush	-split-		590.42	*		11,130.23
10/07/2011	173	Juliette N Chavez	-split-		155.72	*		10,974.51
10/07/2011	174	Kelly A Moseley	-split-		180.64	*		10,793.87
10/07/2011	176	Marin M Valdez	-split-		420.46	*		10,373.41
10/07/2011	177	Matthew B Foust	-split-		235.33	*		10,138.08
10/07/2011	178	Michael P Thompson	-split-		244.93	*		9,893.15
10/07/2011	180	Ricardo Acosta	-split-		182.31	*		9,710.84
10/07/2011	181	Robert Deane	-split-		42.77	*		9,668.07
10/07/2011	182	Robert E Griego	-split-		951.87	*		8,716.20
10/07/2011	183	Samone L Wallace	-split-		603.91	*		8,112.29
10/07/2011	184	Stephanie N Lewis	-split-		263.47	*		7,848.82
10/07/2011	185	Taishi Otani	-split-		583.11	*		7,265.71
10/07/2011	186	Timothy L Thomaso...	-split-		86.89	*		7,178.82
10/07/2011	187	Tina M Chavez	-split-		494.14	*		6,684.68
10/07/2011	188	Tyler M Romero	-split-		584.93	*		6,099.75
10/07/2011	189	Wesley O Chapman	-split-		317.09	*		5,782.66
10/07/2011		QuickBooks Payroll ...	-split-	Created by Pay...	1,878.68	*		3,903.98
10/07/2011	170	John B Privitt	-split-	Direct Deposit		X		3,903.98
10/07/2011	175	Lem Poolaw	-split-	Direct Deposit		X		3,903.98
10/07/2011	179	Nicole E Bouley	-split-	Direct Deposit		X		3,903.98
10/11/2011	To Print	William J Rodway	-split-	Direct Deposit		X		3,903.98
10/12/2011	192	Child Support Enforc...	Accounts Payable	000204830	197.50	*		3,706.48
10/12/2011	193	NM Department of ...	Payroll Liabilities:NM ...		1,767.90	*		1,938.58
10/12/2011	194	NM Taxation and Re...	-split-	03-221580-00-0	159.10	*		1,779.48
10/19/2011	eft	transfer	528 Operations			*	17,000.00	18,779.48
10/19/2011	eft	transfer	Trunway Operations			*	17,000.00	35,779.48
10/19/2011	eft	transfer	Academy Operations			*	18,000.00	53,779.48
10/21/2011	228	Child Support Enforc...	Accounts Payable	000204830	197.50	*		53,581.98

Charter Fitness of New Mexico

10/26/2011 10:57 AM

Register: Payroll-All

From 10/07/2011 through 10/26/2011

Sorted by: Date, Type, Number/Ref

<u>Date</u>	<u>Number</u>	<u>Payee</u>	<u>Account</u>	<u>Memo</u>	<u>Payment</u>	<u>C</u>	<u>Deposit</u>	<u>Balance</u>
10/21/2011		QuickBooks Payroll ...	-split-	Created by Pay...	5,126.50	*		48,455.48
10/22/2011	eft	The Hartford	Insurance Expense:Wo...		230.00			48,225.48
10/22/2011	195	Amber M Smith	-split-		175.34	*		48,050.14
10/22/2011	196	Andrea M Griego	-split-		213.44			47,836.70
10/22/2011	198	Arthur H Dahl	-split-		152.21			47,684.49
10/22/2011	199	Bob A Gonzales	-split-		197.13	*		47,487.36
10/22/2011	200	Bobby L Lucero	-split-		770.98	*		46,716.38
10/22/2011	201	Camila M McNown	-split-		90.58			46,625.80
10/22/2011	202	Cheyenne E VanDyke	-split-		332.83	*		46,292.97
10/22/2011	203	Derek S Ritz	-split-		168.25	*		46,124.72
10/22/2011	204	Dominique D Martinez	-split-		347.82			45,776.90
10/22/2011	205	James M Ross	-split-		1,091.45	*		44,685.45
10/22/2011	206	Jeremiah M Silva	-split-		306.90	*		44,378.55
10/22/2011	207	Jeremy J Mendoza	-split-		28.84	*		44,349.71
10/22/2011	208	Jordan S VanDyke	-split-		883.53	*		43,466.18
10/22/2011	209	Joseph R Thrush	-split-		299.50	*		43,166.68
10/22/2011	210	Juliette N Chavez	-split-		158.89	*		43,007.79
10/22/2011	211	Kelly A Moseley	-split-		259.41	*		42,748.38
10/22/2011	212	Maria M Valdez	-split-		469.28	*		42,279.10
10/22/2011	213	Martha M Smith	-split-		204.71	*		42,074.39
10/22/2011	214	Matthew B Foust	-split-		181.08	*		41,893.31
10/22/2011	215	Michael P Thompson	-split-		240.24	*		41,653.07
10/22/2011	216	Nancy E Webb	-split-		274.86	*		41,378.21
10/22/2011	217	Ricardo Acosta	-split-		226.42	*		41,151.79
10/22/2011	218	Robert Deane	-split-		174.59	*		40,977.20
10/22/2011	219	Robert E Griego	-split-		954.01			40,023.19
10/22/2011	220	Samone L Wallace	-split-		677.06	*		39,346.13
10/22/2011	221	Shannon M Beck	-split-		54.46			39,291.67
10/22/2011	222	Stephanie N Lewis	-split-		293.13	*		38,998.54
10/22/2011	223	Taishi Otani	-split-		547.00			38,451.54
10/22/2011	224	Timothy L Thomaso...	-split-		315.25	*		38,136.29
10/22/2011	225	Tina M Chavez	-split-		372.46			37,763.83
10/22/2011	226	Tyler M Romero	-split-		584.91	*		37,178.92
10/22/2011	227	Wesley O Chapman	-split-		221.95	*		36,956.97
10/22/2011	229	Anita E Trotter	-split-		304.25	*		36,652.72
10/22/2011	To Print	Tamara L Letcher	-split-	Direct Deposit		X		36,652.72
10/22/2011	To Print	Nicole E Bouley	-split-	Direct Deposit		X		36,652.72
10/22/2011	To Print	John B Privitt	-split-	Direct Deposit		X		36,652.72
10/22/2011	To Print	Lem Poolaw	-split-	Direct Deposit		X		36,652.72
10/22/2011	To Print	William J Rodway	-split-	Direct Deposit		X		36,652.72

Charter Fitness of New Mexico

10/26/2011 10:57 AM

Register: Payroll-All

From 10/07/2011 through 10/26/2011

Sorted by: Date, Type, Number/Ref

<u>Date</u>	<u>Number</u>	<u>Payee</u>	<u>Account</u>	<u>Memo</u>	<u>Payment</u>	<u>C</u>	<u>Deposit</u>	<u>Balance</u>
10/24/2011	eft	Bank of the West	Bank Service Charges	writing checks	109.00	*		36,543.72
10/24/2011	E-pay	United States Treasury	-split-	45-2454494 Q...	6,195.14			30,348.58
10/24/2011	1	NM Tax & Rev	Payroll Liabilities:NM ...	03-221580-00-0	359.58	*		29,989.00
10/24/2011	230	William F Davis & A...	Accounts Payable		5,000.00	*		24,989.00
10/25/2011	eft	NM Tax & Rev	-split-		4,520.37	*		20,468.63

Charter Fitness of New Mexico

10/26/2011 11:15 AM

Register: Accounts Payable

From 07/26/2011 through 10/26/2011

Sorted by: Date, Type, Number/Ref

Date	Number	Vendor	Account	Memo	Billed	C	Paid	Balance
07/28/2011		Prudential Overall Su...	Janitorial Expense:@ 5...		66.44			1,796.93
08/02/2011	eft	Direct TV	528 Operations				91.45	1,705.48
08/02/2011		Direct TV	Television:Academy	Auto Pay	81.45			1,786.93
08/03/2011	99014	New Mexico Gas Co...	Academy Operations				31.63	1,755.30
08/03/2011	99015	Qwest	Academy Operations				334.19	1,421.11
08/03/2011	99016	Prudential Overall Su...	Academy Operations				99.66	1,321.45
08/03/2011	99013	Mark Rubin	528 Operations				6,371.74	-5,050.29
08/03/2011	99014	Qwest	528 Operations				332.48	-5,382.77
08/03/2011	99016	Prudential Overall Su...	528 Operations				66.44	-5,449.21
08/03/2011	99013	Grubbs & Ellis	Tramway Operations				12,594.56	-18,043.77
08/03/2011	99014	Qwest	Tramway Operations				314.80	-18,358.57
08/03/2011	99015	Prudential Overall Su...	Tramway Operations				37.56	-18,396.13
08/03/2011	99016	Grubbs & Ellis	Tramway Operations			X		-18,396.13
08/03/2011	99017	AT&T	Academy Operations				407.27	-18,803.40
08/03/2011	99018	Direct TV	Academy Operations				81.45	-18,884.85
08/04/2011		Mark Rubin	Rent Expense:@ 528		6,371.74			-12,513.11
08/04/2011		Grubbs & Ellis	Rent Expense:Tramway		12,594.56			81.45
08/04/2011		Grubbs & Ellis	Rent Expense:Academy		14,354.44			14,435.89
08/12/2011		Direct TV	Television:Tramway	082253677				14,435.89
08/12/2011		Grubbs & Ellis	Rent Expense:Tramway		1,259.46			15,695.35
08/13/2011		Pnm	PNM:Academy		2,198.78			17,894.13
08/15/2011	eft	New Mexico Gas Co...	Tramway Operations				595.02	17,299.11
08/15/2011	99016	Pnm	Tramway Operations				2,262.90	15,036.21
08/15/2011		Geneva Equipment	Equipment Lease - Gen...	30095	283.43			15,319.64
08/15/2011		Geneva Equipment	Equipment Lease - Gen...		1,235.52			16,555.16
08/15/2011		New Mexico Gas Co...	Gas:@ 528		880.70			17,435.86
08/15/2011		Direct TV	Television:Tramway	082253677 Fin...	141.79			17,577.65
08/16/2011		New Mexico Gas Co...	Gas:Tramway	115956597023...	595.02			18,172.67
08/17/2011		Pnm	PNM:Tramway	115884909023...	2,262.90			20,435.57
08/19/2011	99020	Grubbs & Ellis	Academy Operations				14,549.31	5,886.26
08/19/2011	99021	Pnm	Academy Operations				2,198.78	3,687.48
08/19/2011		Macrolease Corporati...	Equipment Lease - Ma...	Academy	7,179.07			10,866.55
08/19/2011		Macrolease Corporati...	Equipment Lease - Ma...	Rio Rancho	7,475.49			18,342.04
08/19/2011		Macrolease Corporati...	Equipment Lease - Ma...	Tramway	709.22			19,051.26
08/19/2011		TCF Equipment	Equipment Leases - TCF	Academy	1,282.26			20,333.52
08/19/2011		TCF Equipment	Equipment Leases - TCF	Academy	220.28			20,553.80
08/19/2011		TCF Equipment	Equipment Leases - TCF	Rio Rancho	2,080.05			22,633.85
08/19/2011		TCF Equipment	Equipment Leases - TCF	Rio Rancho	469.67			23,103.52
08/19/2011		TCF Equipment	Equipment Leases - TCF	Tramway	202.38			23,305.90
08/19/2011		TCF Equipment	Equipment Leases - TCF	tramway	1,255.18			24,561.08

Charter Fitness of New Mexico

10/26/2011 11:15 AM

Register: Accounts Payable

From 07/26/2011 through 10/26/2011

Sorted by: Date, Type, Number/Ref

Date	Number	Vendor	Account	Memo	Billed	C	Paid	Balance
08/19/2011		Key Equipment Lease	Equipment Lease - Key	Tramway	1,552.18			26,113.26
08/19/2011		Key Equipment Lease	Equipment Lease - Key	Tramway	3,788.35			29,901.61
08/19/2011		Geneva Equipment	Equipment Lease - Gen...	Academy	1,365.07			31,266.68
08/19/2011		Geneva Equipment	Equipment Lease - Gen...	Rio Rancho	283.43			31,550.11
08/19/2011		Geneva Equipment	Equipment Lease - Gen...	Tramway	1,235.32			32,785.43
08/19/2011		Mark Rubin	Rent Expense:@ 528	Sept	6,371.74			39,157.17
08/19/2011		Grubbs & Ellis	Rent Expense:Tramway	Sept	12,594.56			51,751.73
08/19/2011		LaunDry	Janitorial Expense:Aca...		950.00			52,701.73
08/19/2011		AT&T	Phone & Internet:Acad...		407.27			53,109.00
08/19/2011		Direct TV	Television:Academy	Ac	85.02			53,194.02
08/19/2011		Knuxx	Advertising and Promo...		21.03			53,215.05
08/19/2011		New Mexico Gas Co...	Gas:Academy		971.16			54,186.21
08/19/2011		LaunDry	Janitorial Expense:@ 5...		631.13			54,817.34
08/19/2011		AT&T	Phone & Internet:@528		408.96			55,226.30
08/19/2011		Pnm	PNM:@ 528	115895813-12...	5,763.33			60,989.63
08/19/2011		City of Rio Rancho	Water:@ 528		446.89			61,436.52
08/19/2011		Centry Link	Phone & Internet:@528		313.82			61,750.34
08/21/2011		Centry Link	Phone & Internet:Tram...	Tramway	333.26			62,083.60
08/22/2011		Grubbs & Ellis	Water:Academy		194.87			62,278.47
08/24/2011	eft	New Mexico Gas Co...	Academy Operations				971.16	61,307.31
08/24/2011	eft	Direct TV	Tramway Operations				141.79	61,165.52
08/24/2011	"	Pnm	528 Operations				5,763.33	55,402.19
08/24/2011	99023	Knuxx	Academy Operations				21.03	55,381.16
08/24/2011	99003	Centry Link	528 Operations				313.82	55,067.34
08/24/2011		Century Link	Phone & Internet:Acad...	505-821-1882 ...	289.62			55,356.96
08/25/2011	eft	TCF Equipment	Academy Operations				5,307.44	50,049.52
08/25/2011	eft	TCF Equipment	Academy Operations				202.38	49,847.14
08/25/2011	eft	Macrolease Corporati...	Academy Savings				15,363.78	34,483.36
08/26/2011	eft	Direct TV	Academy Operations				85.02	34,398.34
08/26/2011		LaunDry	Janitorial Expense:Tra...	tramway	636.13			35,034.47
08/26/2011		AT&T	Phone & Internet:Tram...		380.65			35,415.12
08/26/2011		Direct TV	Television:@ 528	Auto Pay	91.45			35,506.57
08/29/2011	eft	City of Rio Rancho	528 Operations				446.89	35,059.68
08/29/2011	eft	AT&T	Academy Operations				407.27	34,652.41
08/29/2011	99018	AT&T	528 Operations				408.96	34,243.45
08/29/2011	99019	LaunDry	528 Operations				631.13	33,612.32
08/29/2011	eft	AT&T	Tramway Operations				380.65	33,231.67
08/29/2011	99023	LaunDry	Tramway Operations				636.13	32,595.54
08/29/2011	99025	LaunDry	Academy Operations				950.00	31,645.54
08/29/2011		New Mexico Gas Co...	Gas:Tramway		63.60			31,709.14

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Date	Number	Vendor	Account	Memo	Billed	C	Paid	Balance
08/29/2011		Pnm	PNM:Tramway		2,301.18			34,010.32
08/30/2011		Grubbs & Ellis	Rent Expense:Academy	Academy	18,620.15			52,630.47
09/01/2011	eft	Geneva Equipment	Academy Savings				2,884.02	49,746.45
09/01/2011	eft	Grubbs & Ellis	Tramway Operations				13,854.02	35,892.43
09/01/2011	eft	Mark Rubin	528 Operations				6,371.74	29,520.69
09/01/2011	eft	New Mexico Gas Co...	528 Operations				880.70	28,639.99
09/01/2011	eft	Century Link	Academy Operations				289.62	28,350.37
09/02/2011	eft	Key Equipment Lease	Academy Operations				5,340.53	23,009.84
09/02/2011	99017	Centry Link	Tramway Operations				333.26	22,676.58
09/02/2011	eft	New Mexico Gas Co...	528 Operations				63.60	22,612.98
09/03/2011		LaunDry	Janitorial Expense:Aca...		1,064.25			23,677.23
09/03/2011		LaunDry	Janitorial Expense:@ 5...		262.17			23,939.40
09/03/2011		LaunDry	Janitorial Expense:Tra...		270.67			24,210.07
09/03/2011		Pnm	PNM:Academy		2,113.72			26,323.79
09/06/2011		City of Rio Rancho	Water:@ 528		176.90			26,500.69
09/07/2011		New Mexico Gas Co...	Gas:Academy		45.10			26,545.79
09/07/2011		Pnm	PNM:@ 528	528	2,576.21			29,122.00
09/08/2011		Wired Security	Alarm System:528		44.94			29,166.94
09/08/2011		Safe Home Security	Alarm System:528					29,166.94
09/08/2011		Safe Home Security	Alarm System:Academy					29,166.94
09/08/2011		Safe Home Security	Alarm System:Tramway					29,166.94
09/08/2011		Grubbs & Ellis	Rent Expense:Tramway	Aca	12,594.56			41,761.50
09/08/2011		Geneva Equipment	Equipment Lease - Gen...	Academy	1,365.07			43,126.57
09/08/2011		Key Equipment Lease	Equipment Lease - Key	SV	5,340.53			48,467.10
09/08/2011		TCF Equipment	Equipment Leases - TCF	Rio	2,549.72			51,016.82
09/08/2011		Macrolease Corporati...	Equipment Lease - Ma...	all	15,687.73			66,704.55
09/08/2011		Del Outdoor Space	Advertising and Promo...		3,153.80			69,858.35
09/09/2011		Prudential Overall Su...	Janitorial Expense:Aca...	Academy	33.22			69,891.57
09/19/2011	eft	New Mexico Gas Co...	Tramway Operations				63.60	69,827.97
09/19/2011	eft	Pnm	Tramway Operations				2,301.18	67,526.79
09/19/2011		New Mexico Gas Co...	Gas:@ 528	Rio 1	67.69			67,594.48
09/19/2011		New Mexico Gas Co...	Gas:@ 528	Rio 2	18.47			67,612.95
09/19/2011		New Mexico Gas Co...	Gas:Tramway	Tram	63.60			67,676.55
09/19/2011		Comcast	Television:Tramway	tram	759.97			68,436.52
09/20/2011	eft	Direct TV	Academy Operations				81.45	68,355.07
09/20/2011	eft	Comcast	Tramway Operations				759.97	67,595.10
09/20/2011	eft	New Mexico Gas Co...	Academy Operations				45.10	67,550.00
09/20/2011	eft	New Mexico Gas Co...	528 Operations				67.69	67,482.31
09/20/2011	eft	New Mexico Gas Co...	528 Operations				18.47	67,463.84
09/20/2011	eft	Century Link	528 Operations				314.92	67,148.92

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<u>Date</u>	<u>Number</u>	<u>Vendor</u>	<u>Account</u>	<u>Memo</u>	<u>Billed</u>	<u>C</u>	<u>Paid</u>	<u>Balance</u>
09/20/2011	99024	City of Rio Rancho	528 Operations				176.90	66,972.02
09/20/2011	eft	Pnm	528 Operations				2,576.21	64,395.81
09/20/2011	99023	LaunDry	528 Operations				262.17	64,133.64
09/20/2011	99018	LaunDry	Tramway Operations				270.67	63,862.97
09/20/2011	99027	LaunDry	Academy Operations				1,064.25	62,798.72
09/20/2011	99028	Prudential Overall Su...	Academy Operations				33.22	62,765.50
09/20/2011	eft	Pnm	Academy Operations				2,113.72	60,651.78
09/20/2011		Safe Home Security	Alarm System:Academy	Acad	162.15			60,813.93
09/20/2011		Safe Home Security	Alarm System:Tramway	Tram	162.15			60,976.08
09/20/2011		Safe Home Security	Alarm System:528	Rio	52.99			61,029.07
09/20/2011		Century Link	Phone & Internet:@528		314.92			61,343.99
09/20/2011		AT&T	Television:Academy	acd	820.85			62,164.84
09/20/2011		AT&T	Television:@ 528	rio	1.69			62,166.53
09/20/2011		AT&T	Television:Tramway	tram	380.65			62,547.18
09/22/2011	156	Child Support Enforc...	Payroll-All				197.50	62,349.68
09/22/2011		Child Support Enforc...	Garnishment	000204830	197.50			62,547.18
09/26/2011		TCF Equipment	Academy Operations				892.57	61,654.61
09/28/2011		Comcast	Television:Tramway	849795005320...	410.32			62,064.93
09/28/2011		City of Rio Rancho	Water:@ 528	131861-216120	120.50			62,185.43
09/28/2011		Century Link	Phone & Internet:Acad...	5058211882-7...	370.24			62,555.67
09/28/2011		Pnm	PNM:Tramway	115884909-02...	1,713.58			64,269.25
09/28/2011		New Mexico Gas Co...	Gas:Tramway	115956597-02...	58.36			64,327.61
09/30/2011	eft	Century Link	Academy Operations				370.24	63,957.37
09/30/2011	eft	Comcast	Tramway Operations				410.32	63,547.05
10/03/2011	eft	New Mexico Gas Co...	Tramway Operations				58.36	63,488.69
10/05/2011	eft	Safe Home Security	528 Operations				52.99	63,435.70
10/05/2011		Century Link	Television:Tramway	Tramway	19.14			63,454.84
10/05/2011		Pnm	PNM:@ 528	115895813-12...	1,680.49			65,135.33
10/05/2011		Pnm	PNM:Academy	115889697-13...	1,566.03			66,701.36
10/06/2011	191	William F Davis & A...	Payroll-All				2,000.00	64,701.36
10/06/2011		New Mexico Gas Co...	Gas:Academy	Academy	40.98			64,742.34
10/06/2011		Grubbs & Ellis	Rent Expense:Academy		15,998.24			80,740.58
10/06/2011		Macrolease Corporati...	Equipment Lease - Ma...		15,687.73			96,428.31
10/06/2011		Key Equipment Lease	Equipment Lease - Key		5,340.53			101,768.84
10/06/2011		Geneva Equipment	Equipment Lease - Gen...		1,365.07			103,133.91
10/06/2011		Geneva Equipment	Equipment Lease - Gen...		268.77			103,402.68
10/06/2011		Geneva Equipment	Equipment Lease - Gen...		1,235.52			104,638.20
10/06/2011		TCF Equipment	Equipment Leases - TCF		1,489.29			106,127.49
10/06/2011		TCF Equipment	Equipment Leases - TCF		2,579.72			108,707.21
10/06/2011		TCF Equipment	Equipment Leases - TCF		1,534.07			110,241.28

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Sorted by: Date, Type, Number/Ref

Date	Number	Vendor	Account	Memo	Billed	C	Paid	Balance
10/06/2011		Child Support Enforc...	Garnishment	000204830	197.50			110,438.78
10/07/2011	eft	Pnm	Tramway Operations				1,713.58	108,725.20
10/07/2011		Direct TV	Television:Academy		81.45			108,806.65
10/11/2011		Mark Rubin	Rent Expense:@ 528		6,371.74			115,178.39
10/12/2011	192	Child Support Enforc...	Payroll-All				197.50	114,980.89
10/12/2011		Wired Security	Alarm System:528		44.94			115,025.83
10/15/2011	eft	New Mexico Gas Co...	Academy Operations				40.98	114,984.85
10/16/2011		New Mexico Gas Co...	Gas:@ 528	115956597122...	21.87			115,006.72
10/16/2011		New Mexico Gas Co...	Gas:@ 528	115956597094...	55.01			115,061.73
10/18/2011	eft	Direct TV	Academy Operations				81.45	114,980.28
10/19/2011	eft	City of Rio Rancho	528 Operations				120.50	114,859.78
10/19/2011	eft	Pnm	528 Operations				1,680.49	113,179.29
10/19/2011	eft	Pnm	Academy Operations				1,566.03	111,613.26
10/19/2011		Allied General	Insurance Expense:Gen...	Liabilty insura...	1,950.22			113,563.48
10/21/2011	228	Child Support Enforc...	Payroll-All				197.50	113,365.98
10/21/2011		Child Support Enforc...	Garnishment	000204830	197.50			113,563.48
10/22/2011		William F Davis & A...	Lawyer		2,000.00			115,563.48
10/24/2011	eft	New Mexico Gas Co...	528 Operations				21.87	115,541.61
10/24/2011	eft	New Mexico Gas Co...	528 Operations				55.01	115,486.60
10/24/2011	230	William F Davis & A...	Payroll-All				5,000.00	110,486.60
10/24/2011		William F Davis & A...	Lawyer		13,000.00			123,486.60
10/24/2011		Comcast	Television:Tramway	849795005320...	449.10			123,935.70
10/25/2011	eft	TCF Equipment	Academy Operations				202.62	123,733.08
10/25/2011	eft	TCF Equipment	Academy Operations				220.28	123,512.80
10/25/2011	eft	TCF Equipment	Academy Operations				469.67	123,043.13
10/26/2011		New Mexico Gas Co...	Gas:@ 528					123,043.13
10/26/2011		Grubbs & Ellis	Rent Expense:Academy		15,719.67			138,762.80
10/26/2011		Brazas	Lisence & Permits:Aca...		53.50			138,816.30
10/26/2011		Brazas	Lisence & Permits:Tr...		53.50			138,869.80
10/26/2011		Grubbs & Ellis	Rent Expense:Academy		886.67			139,756.47
10/26/2011		Safe Home Security	Alarm System:Tramway	replacement parts	190.00			139,946.47
10/26/2011		Century Link	Phone & Internet:Acad...		305.19			140,251.66
10/26/2011		Grubbs & Ellis	Rent Expense:Tramway		12,594.56			152,846.22
10/26/2011		Grubbs & Ellis	Rent Expense:Tramway		1,259.46			154,105.68
10/26/2011		New Mexico Gas Co...	Gas:Tramway		63.95			154,169.63

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	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
William J. Rodway 604 Cedar Hill Rd NE Albuquerque NM 87121	7/1/11 to year to date.	\$4,000.00	
John B. Privitt 9709 Apache Ave. NE Albuquerque NM 87112		\$8,303.34	

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
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None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, 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 a 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
William F. Davis & Assoc., P.C. 6709 Academy NE, Suite A Albuquerque NM 87109	9/21/11	6,000.00
William F. Davis & Assoc., P.C. 6709 Academy NE, Suite A Albuquerque NM 87109	9/30/11	\$4,000.00
William F. Davis & Assoc., P.C. 6709 Academy NE, Suite A Albuquerque NM 87109	10/6/11	\$2,000.00
William F. Davis & Assoc., P.C. 6709 Academy NE, Suite A Albuquerque, NM 87109	10/24/11	\$5,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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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.

None

<input checked="" type="checkbox"/>	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 either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
MACROLEASE CORPORATION 1 WEST AMES COURT Ste 101 PLAINVIEW NY 11803	Leased equipment.	See schedules B, D and G.
KEY EQUIPMENT FINANCE INC. 1000 S. McCASLIN BLVD SUPERIOR CO 80027	Leased equipment.	See schedules B, D and G.
GENEVA CAPITAL LLC 522 BROADWAY STREET SUITE 4 ALEXANDRIA MN 56308	Leased equipment.	See schedules B, D and G.
VGM FINANCIAL SERVICES P.O. BOX 78523 MILWAUKEE WI 53278-0523	Leased equipment.	See schedules B, D and G.

15. Prior address of debtor

None

If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Sites

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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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.

None



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

None



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, partnership, sole proprietorship, 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 the 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 the 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 the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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.

None



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 the 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 otherwise self-employed.

(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 the 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, record and financial statements

None a. List all bookkeepers and accountants who within the 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
Tamara Letcher 6300 San Mateo Blvd NE Suite Q Albuquerque NM 87109	7/1/11 to present

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

NAME	ADDRESS	DATES SERVICES RENDERED
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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

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

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

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

William J. Rodway Member 90%
604 Cedar Hill Road NE
Albuquerque NM 87121

John B. Privitt Member 10%
9709 Apache Ave. NE
Albuquerque NM 87112

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

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

23. Withdrawals from a partnership or distribution by a corporation

None If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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* * * * *

[If completed on behalf of a partnership or corporation]

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 10-26-11

Signature William Rodway
WILLIAM J. RODWAY,
Managing Member

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

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

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X

Signature of Bankruptcy Petition Preparer

Date

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 signed 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. 18 U.S.C. §156.

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re: MAXREP, LLC
A New Mexico Domestic Limited Liability Company
EIN: 45-2454494

No.

Debtor.

SIGNATURE PAGE: DECLARATION BY DEBTOR

<p>Check <u>one</u> box:</p> <p><input checked="" type="checkbox"/> Summary, schedules, and statements are included in this filing: I declare under penalty of perjury that I have read the summary and schedules, [consisting of <u>21</u> sheets], and that I have read the answers contained in the statement of financial affairs and any attachments thereto, and that they are true and correct.</p> <p>OR</p> <p><input type="checkbox"/> Summary, schedules, and statement of financial affairs are not included in this filing.</p>

I declare under penalty of perjury that the information provided in the petition is true and correct. **My attorney has assured me that he or she understands that failure to file an electronic version of this declaration which shows my signature¹ at the same time the petition is filed may result in no case having been commenced and the electronic file will be closed. Unless otherwise ordered by the Court, any filing fee paid will not be refunded.**

I request relief in accordance with the chapter of title 11, United States Code, specified in the petition.

Check box if appropriate:

- [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.

Signature of debtor	Date	Signature of joint debtor	Date
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[If petitioner is not an individual] I declare under penalty of perjury that I have been authorized to file this petition on behalf of the debtor.

William Rodway
William Rodway, Managing Member

10-26-11
Date

William Rodway, Managing Member
Title of authorized individual

¹New Mexico Local Rules on Signatures: NM LBR 5005-4.2 & 4.3, NM LBR 9011-4