

**United States Bankruptcy Court
District of Nevada**

IN RE:

Case No. _____

RAINBOW II, LLC

Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808				4,950,000.00 Collateral: 0.00 Unsecured: 4,950,000.00
FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808				1,000,000.00 Collateral: 0.00 Unsecured: 1,000,000.00
VANGUARD CONSTRUCTION, LLC C/O BRIAN D. BOGGESS 7201 W. LAKE MEAD BLVD., #210 LAS VEGAS, NV 89121				1,000,000.00 Collateral: 0.00 Unsecured: 1,000,000.00
C. MILLER TRUST C/O BARRY LEVINSON 2810 S. RAINBOW BLVD. LAS VEGAS, NV 89146				600,000.00 Collateral: 0.00 Unsecured: 600,000.00
THE ROSENFELD LAW GROUP D/B/A ROSENFELD ROBERSON 6725 VIA AUSTI PKWY., STE. 200 LAS VEGAS, NV 89119				26,000.00
THE FERRARO GROUP 9516 W. FLAMINGO RD., STE. 310 LAS VEGAS, NV 89147				8,447.25
CITIBUSINESS CARD P.O. BOX 6401 THE LAKES, NV 88901				6,102.63
HOLLAND & HART HALE LANE C/O UNITED RESOURCE SYSTEMS, INC. 10075 W. COLFAX AVE. LAKEWOOD, CO 80215				5,076.79
ALLIED INSURANCE P.O. BOX 514540 LOS ANGELES, CA 90051-4540				2,891.72
OTIS ELEVATOR COMPANY 1 FARM SPRINGS RD. FARMINGTON, CT 06032				2,400.00
CAPITAL ONE P.O. BOX 60599 CITY OF INDUSTRY, CA 91716-0599				2,243.70

REPUBLIC SERVICES 770 E. SAHARA AVE. LAS VEGAS, NV 89193	1,937.50
OTIS ELEVATOR COMPANY 1 FARM SPRINGS RD. FARMINGTON, CT 06032	1,750.28
CLARK COUNTY TREASURER 500 S. GRAND CENTRAL PKWY. 1ST FLOOR P.O. BOX 551220 LAS VEGAS, NV 89155-1220	1,670.28
NEVADA ENERGY P.O. BOX 30086 RENO, NV 89520-3086	1,007.92
CREDIT BUREAU CENTRAL P.O. BOX 29299 LAS VEGAS, NV 89126	1,007.92
LAS VEGAS VALLEY WATER DISTRICT 1001 S. VALLEY VIEW BLVD. LAS VEGAS, NV 89153	940.99
DIVERSIFIED PROTECTION SYSTEMS, INC. 4435 WAGON TRAIL AVE. LAS VEGAS, NV 89118	700.00
REPUBLIC SERVICES 770 E. SAHARA AVE. LAS VEGAS, NV 89193	670.92
SPRINT CUSTOMER SERVICES P.O. BOX 8077 LONDON, KY 40742	555.62
EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068	514.76

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: **August 19, 2009**

Signature: **/s/ KEN WOLFSON**

KEN WOLFSON, PRESIDENT

(Print Name and Title)

**United States Bankruptcy Court
District of Nevada**

IN RE:

Case No. _____

RAINBOW II, LLC

Chapter **11**

Debtor(s)

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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	3	\$ 5,300.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$ 7,550,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 1,670.28	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		\$ 63,233.56	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
TOTAL		16	\$ 5,300.00	\$ 7,614,903.84	

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s) _____

(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 cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the 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
621 S. TONOPAH DR. LAS VEGAS, NEVADA 89106	97%		unknown	7,550,000.00

TOTAL 0.00

(Report also on Summary of Schedules)

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s) _____

(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 the 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	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X	BANK OF AMERICA CHECKING ACCOUNT NUMBER: 5216		300.00
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.				
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, include 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. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issue.	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			
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			

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s) _____

(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
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X	OFFICE FURNITURE AND SUPPLIES		5,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

IN RE RAINBOW II, LLC

Debtor(s)

Case No. _____

(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
33. Farming equipment and implements. 34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X X			
TOTAL				5,300.00

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0 continuation sheets attached

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

IN RE RAINBOW II, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under:

Check if debtor claims a homestead exemption that exceeds \$136,875.

(Check one box)

11 U.S.C. § 522(b)(2)

11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
Not Applicable			

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND 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. RAINBOW II, LLC C. MILLER TRUST C/O BARRY LEVINSON 2810 S. RAINBOW BLVD. LAS VEGAS, NV 89146	X	3RD TRUST DEED 621 S. TONOPAH DR. LAS VEGAS, NEVADA VALUE \$				600,000.00	600,000.00
ACCOUNT NO. RAINBOW II, LLC FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808	X	1ST TRUST DEED 621 S. TONOPAH DR. LAS VEGAS, NEVADA VALUE \$				4,950,000.00	4,950,000.00
ACCOUNT NO. RAINBOW II, LLC FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808	X	2ND TRUST DEED 621 S. TONOPAH DR. LAS VEGAS, NEVADA VALUE \$				1,000,000.00	1,000,000.00
ACCOUNT NO. A580716 VANGUARD CONSTRUCTION, LLC C/O BRIAN D. BOGGESS 7201 W. LAKE MEAD BLVD., #210 LAS VEGAS, NV 89121	X	CONSTRUCTION LIEN VALUE \$				1,000,000.00	1,000,000.00

0 continuation sheets attached

Subtotal (Total of this page)	\$ 7,550,000.00	\$ 7,550,000.00
Total (Use only on last page)	\$ 7,550,000.00	\$ 7,550,000.00

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

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

(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 the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

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

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

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

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

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

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

Wages, salaries, and commissions
Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

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

Certain farmers and fishermen
Claims of certain farmers and fishermen, up to \$5,400* 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 \$2,425* 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 April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

(If known)

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

Taxes and Other Certain Debts Owed to Governmental Units

(Type of Priority for Claims Listed on This 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	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. 139-33-310-008 CLARK COUNTY TREASURER 500 S. GRAND CENTRAL PKWY. 1ST FLOOR P.O. BOX 551220 LAS VEGAS, NV 89155-1220		PROPERTY TAXES				1,670.28	1,670.28	
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								

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

Subtotal
 (Totals of this page)

\$ **1,670.28** \$ **1,670.28** \$

Total

(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

\$ **1,670.28**

Total

(Use only on last page of the completed Schedule E. If applicable,
 report also on the Statistical Summary of Certain Liabilities and Related Data.)

\$ **1,670.28** \$

IN RE RAINBOW II, LLC

Debtor(s)

Case No. _____

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

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

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

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

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. 928571431 ALLIED INSURANCE P.O. BOX 514540 LOS ANGELES, CA 90051-4540	X	INSURANCE				2,891.72
ACCOUNT NO. 4115-0770-3360-9043 CAPITAL ONE P.O. BOX 60599 CITY OF INDUSTRY, CA 91716-0599	X	CREDIT CARD				2,243.70
ACCOUNT NO. 4122-5100-2111-5814 CITIBUSINESS CARD P.O. BOX 6401 THE LAKES, NV 88901	X	CREDIT CARD				6,102.63
ACCOUNT NO. WOLFSON LOFTS DIVERSIFIED PROTECTION SYSTEMS, INC. 4435 WAGON TRAIL AVE. LAS VEGAS, NV 89118		SERVICES				700.00

<u>4</u> continuation sheets attached	Subtotal (Total of this page)	\$ 11,938.05
Total (Use only on last page of the completed Schedule F. Report also on the Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s) _____

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 702-366-1241-900 EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068		SERVICES				182.15
ACCOUNT NO. 702-366-1685-042 EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068	X	SERVICES				350.87
ACCOUNT NO. HARVARD COLLECTION SERVICES, INC. 4839 N. ELSTON AVE. CHICAGO, IL 60630-2534		Assignee or other notification for: EMBARQ				
ACCOUNT NO. 702-382-9028-430 EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068	X	SERVICES				514.76
ACCOUNT NO. 1026211 HOLLAND & HART HALE LANE C/O UNITED RESOURCE SYSTEMS, INC. 10075 W. COLFAX AVE. LAKEWOOD, CO 80215	X	SERVICES				5,076.79
ACCOUNT NO. 7016542962 5 LAS VEGAS VALLEY WATER DISTRICT 1001 S. VALLEY VIEW BLVD. LAS VEGAS, NV 89153		UTILITY				392.69
ACCOUNT NO. 02192543177 LAS VEGAS VALLEY WATER DISTRICT 1001 S. VALLEY VIEW BLVD. LAS VEGAS, NV 89153		UTILITY				940.99

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

Subtotal
(Total of this page) \$ **7,458.25**

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

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. LEVINE GARFINKEL & KATZ FAIRWAY EXECUTIVE PLAZA 3441 S. EASTERN AVE., STE. 600 LAS VEGAS, NV 89169	X					0.00
ACCOUNT NO. 30015118621821432 NEVADA ENERGY P.O. BOX 30086 RENO, NV 89520-3086	X	UTILITY				1,007.92
ACCOUNT NO. CREDIT BUREAU CENTRAL P.O. BOX 29299 LAS VEGAS, NV 89126		Assignee or other notification for: NEVADA ENERGY				
ACCOUNT NO. RAINBOW CAPITAL SERVICES NEVADA FIRE PROTECTION 3225 E. POST RD. LAS VEGAS, NV 89120	X	SERVICES				410.00
ACCOUNT NO. 473843 OTIS ELEVATOR COMPANY 1 FARM SPRINGS RD. FARMINGTON, CT 06032		SERVICES				1,750.28
ACCOUNT NO. 542363 OTIS ELEVATOR COMPANY 1 FARM SPRINGS RD. FARMINGTON, CT 06032		SERVICES				2,400.00
ACCOUNT NO. 3820 17 028984 4 REPUBLIC SERVICES 770 E. SAHARA AVE. LAS VEGAS, NV 89193		SERVICES				1,937.50

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

Subtotal
(Total of this page) \$ **7,505.70**

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

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 3831050046880 REPUBLIC SERVICES 770 E. SAHARA AVE. LAS VEGAS, NV 89193		SERVICES				670.92
ACCOUNT NO. 211-7761834-001 SOUTHWEST GAS CORPORATION P.O. BOX 98512 LAS VEGAS, NV 89193	X	UTILITY				83.32
ACCOUNT NO. 211-7761886-001 SOUTHWEST GAS CORPORATION P.O. BOX 98512 LAS VEGAS, NV 89193	X	UTILITY				133.52
ACCOUNT NO. 977343616 SPRINT CUSTOMER SERVICES P.O. BOX 8077 LONDON, KY 40742	X	SERVICES				555.62
ACCOUNT NO. 186679 STING SURVEILLANCE , LLC C/O CAPITAL RECOVERY CORPORATION P.O. BOX 1008 ALPHARETTA, GA 30009-1008	X	SERVICES				440.93
ACCOUNT NO. STING ALARM INC. 5 LONGEVITY DRIVE HENDERSON, NV 89014		Assignee or other notification for: STING SURVEILLANCE , LLC				
ACCOUNT NO. 08C036469 SUSAN FRANKEWHICH, LTD. 3210 WEST CHARLESTON BLVD., STE. 4 LAS VEGAS, NV 89102		PENDING LAWSUIT				unknown

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

Subtotal (Total of this page) \$ **1,884.31**

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

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s) _____

(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, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. RAINBOW CAPITAL SERVICES THE FERRARO GROUP 9516 W. FLAMINGO RD., STE. 310 LAS VEGAS, NV 89147		SERVICES				8,447.25
ACCOUNT NO. A579837 THE ROSENFELD LAW GROUP D/B/A ROSENFELD ROBERSON 6725 VIA AUSTI PKWY., STE. 200 LAS VEGAS, NV 89119		JUDGEMENT				26,000.00
ACCOUNT NO.						
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
(Total of this page) \$ **34,447.25**

(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.) \$ **63,233.56**

IN RE RAINBOW II, LLC

Debtor(s)

Case No. _____

(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.

IN RE RAINBOW II, LLC

Case No. _____

Debtor(s)

(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 the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
KEN WOLFSON 6440 SKY POINTE DR., #140-137 LAS VEGAS, NV 89131	FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808
	FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808
	C. MILLER TRUST C/O BARRY LEVINSON 2810 S. RAINBOW BLVD. LAS VEGAS, NV 89146
	CAPITAL ONE P.O. BOX 60599 CITY OF INDUSTRY, CA 91716-0599
	CITIBUSINESS CARD P.O. BOX 6401 THE LAKES, NV 88901
	HOLLAND & HART HALE LANE C/O UNITED RESOURCE SYSTEMS, INC. 10075 W. COLFAX AVE. LAKEWOOD, CO 80215
	LEVINE GARFINKEL & KATZ FAIRWAY EXECUTIVE PLAZA 3441 S. EASTERN AVE., STE. 600 LAS VEGAS, NV 89169
	EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068
	EMBARQ P.O. BOX 660068 DALLAS, TX 75266-0068
	STING SURVEILLANCE , LLC C/O CAPITAL RECOVERY CORPORATION P.O. BOX 1008 ALPHARETTA, GA 30009-1008
RAINBOW CAPITAL SERVICES CORPORATION 6440 SKY POINTE DR.	VANGUARD CONSTRUCTION, LLC C/O BRIAN D. BOGGESS 7201 W. LAKE MEAD BLVD., #210 LAS VEGAS, NV 89121 FCI LENDER SERVICES 8180 E. KAISER

IN RE RAINBOW II, LLC

Debtor(s)

Case No. _____

(If known)

**SCHEDULE H - CODEBTORS
(Continuation Sheet)**

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>LAS VEGAS, NV 89131</p>	<p>ANAHEIM HILLS, CA 92808</p> <p>FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808</p> <p>C. MILLER TRUST C/O BARRY LEVINSON 2810 S. RAINBOW BLVD. LAS VEGAS, NV 89146</p> <p>CAPITAL ONE P.O. BOX 60599 CITY OF INDUSTRY, CA 91716-0599</p> <p>CITIBUSINESS CARD P.O. BOX 6401 THE LAKES, NV 88901</p> <p>HOLLAND & HART HALE LANE C/O UNITED RESOURCE SYSTEMS, INC. 10075 W. COLFAX AVE. LAKEWOOD, CO 80215</p> <p>LEVINE GARFINKEL & KATZ FAIRWAY EXECUTIVE PLAZA 3441 S. EASTERN AVE., STE. 600 LAS VEGAS, NV 89169</p> <p>NEVADA FIRE PROTECTION 3225 E. POST RD. LAS VEGAS, NV 89120</p> <p>NEVADA ENERGY P.O. BOX 30086 RENO, NV 89520-3086</p> <p>SPRINT CUSTOMER SERVICES P.O. BOX 8077 LONDON, KY 40742</p> <p>SOUTHWEST GAS CORPORATION P.O. BOX 98512 LAS VEGAS, NV 89193</p> <p>SOUTHWEST GAS CORPORATION P.O. BOX 98512 LAS VEGAS, NV 89193</p> <p>ALLIED INSURANCE P.O. BOX 514540 LOS ANGELES, CA 90051-4540</p> <p>VANGUARD CONSTRUCTION, LLC C/O BRIAN D. BOGGESS 7201 W. LAKE MEAD BLVD., #210 LAS VEGAS, NV 89121</p>

IN RE RAINBOW II, LLC

Debtor(s)

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(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required 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 the document.

Address

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 provision 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 CORPORATION OR PARTNERSHIP

I, the **PRESIDENT** (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **RAINBOW II, LLC** (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 **17** 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: **August 19, 2009** Signature: **/s/ KEN WOLFSON**

KEN WOLFSON

(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.

United States Bankruptcy Court
District of Nevada

IN RE:

Case No. _____

RAINBOW II, LLC

Chapter 11

Debtor(s)

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.

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.

"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 [X] 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.

2. Income other than from employment or operation of business

None [X] State the amount of income received by the debtor other than from employment, trade, profession, 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.

3. Payments to creditors

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

None [X] 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.

None [X] 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 \$5,475.

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.)

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
CINDY OLAS, AS TRUSTEE OF THE C. MILLER TRUST vs. KEN WOLFON CASE NO.: A571375	CIVIL PROCEEDING	DISTRICT COURT FOR THE STATE OF NEVADA COUNTY OF CLARK	PENDING
VANGUARD CONSTRUCTION LLC, vs. RAINBOW II LLC, VALLEY CONSTRUCTION SERVICES INC., et al CASE NO.: A580716	CIVIL PROCEEDING	DISTRICT COURT FOR THE STATE OF NEVADA COUNTY OF CLARK	PENDING
THE ROSENFELD LAW GROUP, a NEVADA PROFESSIONAL CORPORATION, d/b/a ROSENFELD ROBERSON vs. RAINBOW II, LLC, RAINBOW CAPITAL SERVICES, and KEN WOLFSON CASE NO.: A579837	CIVIL PROCEEDING	DISTRICT COURT FOR THE STATE OF NEVADA COUNTY OF CLARK	JUDGEMENT ENTERED AGAINST DEFENDANT(S) IN THE AMOUNT OF \$20,000.00
IMPRESS COMMUNICATIONS, LLC vs. RAINBOW CAPITAL SERVICES CORPORATION; DOES I through X and ROE ENTITIES I through X CASE NO.: 08C-036469	CIVIL PROCEEDING	JUSTICE COURT, LAS VEGAS TOWNSHIP CLARK COUNTY, NEVADA	PENDING
CINDY OLAS, C MILLER TRUST vs. RAINBOW II, LLC, KEN WOLFSON, et al CASE NUMBER: 08A571375	CIVIL PROCEEDING	DISTRICT COURT CLARK COUNTY, NEVADA	PENDING

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
FCI LENDER SERVICES 8180 E. KAISER ANAHEIM HILLS, CA 92808	PENDING FOR 8/18/2009	HOTEL LOCATED: 621 S. TONOPAH DR. LAS VEGAS, NEVADA 89106 VALUE: UNKNOWN

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 joint petition is not filed.)

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.)

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.)

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.)

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 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
DAVID J. WINTERTON & ASSOCIATES, LTD. 211 N. BUFFALO DRIVE, SUITE A LAS VEGAS, NV 89145	08/12/2009	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.)

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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.)

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.)

14. Property held for another person

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

15. Prior address of debtor

None If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
RAINBOW II, LLC	74-3137264	6440 SKY POINTE DRIVE, #140-137 LAS VEGAS, NV	HOTEL	04/27/2004 THRU PRESENT

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within 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, records 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
OFFICE SQUAD	2004 THRU PRESENT
3620 N. RANCHO DR., #106	
LAS VEGAS, NV 89130	

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.

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 AND ADDRESS
OFFICE SQUAD
3620 N. RANCHO DR., #106
LAS VEGAS, NV 89130

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 the case by the debtor.

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.

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.

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
ALEYDA HERNANDEZ	MEMBER	3.000000
3859 SADDLEWOOD COURT		
LAS VEGAS, NV 89121		
KEN WOLFSON	OFFICER	97.000000
6440 SKY POINTE DR., #140-137		
LAS VEGAS, NV 89131		

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.

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.

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.

23. Withdrawals from a partnership or distributions by a corporation

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

24. Tax Consolidation Group

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

25. Pension Funds.

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

[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: **August 19, 2009** Signature: **/s/ KEN WOLFSON**

KEN WOLFSON, PRESIDENT

Print Name and Title

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

 0 continuation pages 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.

United States Bankruptcy Court
District of Nevada

IN RE:

Case No. _____

RAINBOW II, LLC

Chapter 11

Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: August 19, 2009

Signature: /s/ KEN WOLFSON
KEN WOLFSON, PRESIDENT

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

RAINBOW II, LLC
6440 SKY POINTE DR., #140-137
LAS VEGAS, NV 89131

FCI LENDER SERVICES
8180 E. KAISER
ANAHEIM HILLS, CA 92808

PATRICK W. KRECHOWSKI
SENIOR CLAIMS COUSEL/ ASST. V.P.
601 RIVERSIDE AVE., BLDG. 5, 4TH FLOOR
JACKSONVILLE, FL 32204

DAVID J. WINTERTON & ASSOC., LTD.
211 N. BUFFALO DRIVE, SUITE A
LAS VEGAS, NV 89145

HARVARD COLLECTION SERVICES, INC.
4839 N. ELSTON AVE.
CHICAGO, IL 60630-2534

RAINBOW CAPITAL SERVICES
CORPORATION
6440 SKY POINTE DR.
LAS VEGAS, NV 89131

ALLIED INSURANCE
P.O. BOX 514540
LOS ANGELES, CA 90051-4540

HOLLAND & HART
P.O. BOX 17283
DENVER, CO 80217

REPUBLIC SERVICES
770 E. SAHARA AVE.
LAS VEGAS, NV 89193

C. MILLER TRUST
C/O BARRY LEVINSON
2810 S. RAINBOW BLVD.
LAS VEGAS, NV 89146

HOLLAND & HART HALE LANE
C/O UNITED RESOURCE SYSTEMS, INC.
10075 W. COLFAX AVE.
LAKEWOOD, CO 80215

SOUTHWEST GAS CORPORATION
P.O. BOX 98512
LAS VEGAS, NV 89193

CAPITAL ONE
P.O. BOX 60599
CITY OF INDUSTRY, CA 91716-0599

KEN WOLFSON
6440 SKY POINTE DR., #140-137
LAS VEGAS, NV 89131

SPRINT CUSTOMER SERVICES
P.O. BOX 8077
LONDON, KY 40742

CITIBUSINESS CARD
P.O. BOX 6401
THE LAKES, NV 89901

LAS VEGAS VALLEY WATER DISTRICT
1001 S. VALLEY VIEW BLVD.
LAS VEGAS, NV 89153

STING ALARM INC.
5 LONGEVITY DRIVE
HENDERSON, NV 89014

CLARK COUNTY TREASURER
500 S. GRAND CENTRAL PKWY. 1ST
FLOOR
P.O. BOX 551220
LAS VEGAS, NV 89155-1220

LEVINE GARFINKEL & KATZ
FAIRWAY EXECUTIVE PLAZA
3441 S. EASTERN AVE., STE. 600
LAS VEGAS, NV 89169

STING SURVEILLANCE , LLC
C/O CAPITAL RECOVERY CORPORATION
P.O. BOX 1008
ALPHARETTA, GA 30009-1008

CREDIT BUREAU CENTRAL
P.O. BOX 29299
LAS VEGAS, NV 89126

NEVADA ENERGY
P.O. BOX 30086
RENO, NV 89520-3086

SUSAN FRANKEWICH, LTD.
3210 WEST CHARLESTON BLVD., STE. 4
LAS VEGAS, NV 89102

DIVERSIFIED PROTECTION SYSTEMS, INC.
4435 WAGON TRAIL AVE.
LAS VEGAS, NV 89118

NEVADA FIRE PROTECTION
3225 E. POST RD.
LAS VEGAS, NV 89120

THE FERRARO GROUP
9516 W. FLAMINGO RD., STE. 310
LAS VEGAS, NV 89147

EMBARQ
P.O. BOX 660068
DALLAS, TX 75266-0068

OTIS ELEVATOR COMPANY
1 FARM SPRINGS RD.
FARMINGTON, CT 06032

THE ROSENFELD LAW GROUP
D/B/A ROSENFELD ROBERSON
6725 VIA AUSTI PKWY., STE. 200
LAS VEGAS, NV 89119

VANGUARD CONSTRUCTION, LLC
C/O BRIAN D. BOGGESS
7201 W. LAKE MEAD BLVD., #210
LAS VEGAS, NV 89121

United States Bankruptcy Court
District of Nevada

IN RE:

Case No. _____

RAINBOW II, LLC

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

For legal services, I have agreed to accept \$ 5,000.00

Prior to the filing of this statement I have received \$ 5,000.00

Balance Due \$ 0.00

2. The source of the compensation paid to me was: [X] Debtor [] Other (specify):

3. The source of compensation to be paid to me is: [] Debtor [] Other (specify):

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

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

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

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

6. By agreement with the debtor(s), the above disclosed fee does not include the following services:

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CERTIFICATION

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

August 19, 2009

Date

/s/ David J. Winterton, Esq.

David J. Winterton, Esq. 4142
DAVID J. WINTERTON & ASSOC., LTD.
211 N. BUFFALO DRIVE, SUITE A
LAS VEGAS, NV 89145
(702) 363-0317 Fax: (702) 363-1630
david@davidwinterton.com