

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court  
District of Nevada**

**Voluntary Petition**

|  |   |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>EAST FREEMONT II LIMITED PARTNERSHIP</b>  | Name of Joint Debtor (Spouse) (Last, First, Middle):  |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):   | 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)<br><b>88-0356693</b>                   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State):<br><b>380 LINDEN STREET<br/>RENO, NV</b><br>ZIP Code<br><b>89502</b>                       | Street Address of Joint Debtor (No. and Street, City, and State):<br><br>ZIP Code                               |
| County of Residence or of the Principal Place of Business:<br><b>WASHOE</b>  | County of Residence or of the Principal Place of Business:  |
| Mailing Address of Debtor (if different from street address):<br><br>ZIP Code  | Mailing Address of Joint Debtor (if different from street address):<br><br>ZIP Code                             |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>2895 EAST CHARLESTON BLVD.<br/>LAS VEGAS, NV 89104</b> |   |

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

|  |   |
|--|---|
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | <b>Chapter 11 Debtors</b><br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><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).<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
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|   |                                  |
|---|----------------------------------|
| <b>Statistical/Administrative Information</b> *** ALAN R. SMITH, ESQ. SBN 1449 ***<br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   | THIS SPACE IS FOR COURT USE ONLY |
| <b>Estimated Number of Creditors</b><br><input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000  |                                  |
| <b>Estimated Assets</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion      |                                  |
| <b>Estimated Liabilities</b><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion |                                  |

|   |  |  |             |
|---|--|--|-------------|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |  | Name of Debtor(s):<br><b>EAST FREEMONT II LIMITED PARTNERSHIP</b>  |             |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |  |  |             |
| Location<br>Where Filed: <b>- None -</b>  |  | Case Number:   | Date Filed: |
| Location<br>Where Filed:  |  | Case Number:   | Date Filed: |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)  |  |  |             |
| Name of Debtor:<br><b>- None -</b>  |  | Case Number:   | Date Filed: |
| District:   |  | Relationship:  | Judge:      |
| <b>Exhibit A</b>  |  | <b>Exhibit B</b>   |             |
| (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.)  |  | (To be completed if debtor is an individual whose debts are primarily consumer debts.)   |             |
| <input type="checkbox"/> Exhibit A is attached and made a part of this petition.  |  | 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). |             |
|   |  | <b>X</b> _____<br>Signature of Attorney for Debtor(s) (Date)   |             |
| <b>Exhibit C</b>  |  |  |             |
| 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?  |  |  |             |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.   |  |  |             |
| <input checked="" type="checkbox"/> No.   |  |  |             |
| <b>Exhibit D</b>  |  |  |             |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  |  |  |             |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.   |  |  |             |
| If this is a joint petition:  |  |  |             |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.  |  |  |             |
| <b>Information Regarding the Debtor - Venue</b>   |  |  |             |
| (Check any applicable box)  |  |  |             |
| <input checked="" type="checkbox"/> 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.  |  |  |             |
| <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  |  |  |             |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |  |  |             |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>  |  |  |             |
| (Check all applicable boxes)  |  |  |             |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)   |  |  |             |
| _____   |  |  |             |
| (Name of landlord that obtained judgment)   |  |  |             |
| _____   |  |  |             |
| (Address of landlord)   |  |  |             |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |  |  |             |
| <input type="checkbox"/> 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.   |  |  |             |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |  |  |             |

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|---|--|
| <p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>  | <p>Name of Debtor(s):<br/><b>EAST FREEMONT II LIMITED PARTNERSHIP</b></p>  |
| <b>Signatures</b>   |  |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>[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.<br/>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____<br/>Signature of Debtor</p> <p><b>X</b> _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (If not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> 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.</p> <p><b>X</b> _____<br/>Signature of Foreign Representative</p> <p>_____<br/>Printed Name of Foreign Representative</p> <p>_____<br/>Date</p>   |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ ALAN R. SMITH, ESQ.</u><br/>Signature of Attorney for Debtor(s)</p> <p><u>ALAN R. SMITH, ESQ. SBN 1449</u><br/>Printed Name of Attorney for Debtor(s)</p> <p><u>THE LAW OFFICES OF ALAN R. SMITH</u><br/>Firm Name</p> <p><u>505 RIDGE STREET</u><br/><u>RENO, NV 89501-1719</u><br/>Address</p> <p style="text-align: right;">Email: <a href="mailto:mail@asmithlaw.com">mail@asmithlaw.com</a></p> <p><u>(775) 786-4579 Fax: (775) 786-3066</u><br/>Telephone Number</p> <p><u>June 21, 2012</u><br/>Date</p> <p><small>*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.</small></p>   | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>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.)</p> <p>_____<br/>Address</p> <p><b>X</b> _____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>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:</p> <p>_____<br/>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> <u>/s/ ROBERT F. NIELSEN</u><br/>Signature of Authorized Individual</p> <p><u>ROBERT F. NIELSEN</u><br/>Printed Name of Authorized Individual</p> <p><u>GENERAL PARTNER</u><br/>Title of Authorized Individual</p> <p><u>June 21, 2012</u><br/>Date</p>  |  |

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re EAST FREEMONT II LIMITED PARTNERSHIP

Debtor(s)

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

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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

| (1)  | (2)  | (3)  | (4)  | (5)  |
|--|--|--|--|--|
| <i>Name of creditor and complete mailing address including zip code</i>                                      | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>                    | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i>                      |
| NEIGHBORHOOD DEVELOPMENT COLLABORATIVE<br>P.O. BOX 990<br>COBB, CA 95426                                     | NEIGHBORHOOD DEVELOPMENT COLLABORATIVE<br>P.O. BOX 990<br>COBB, CA 95426   | OPERATING DEFICITS LOANS;<br>DEVELOPER FEE;<br>PARTNER LOANS                                 |  | <b>3,253,832.00</b>  |
| ROGER JERN, SPECIAL SERVICING PRUDENTIAL ASSET RESOURCES<br>3560 LENNOX ROAD, STE. 1400<br>ATLANTA, GA 30326 | ROGER JERN, SPECIAL SERVICING PRUDENTIAL ASSET RESOURCES<br>3560 LENNOX ROAD, STE. 1400<br>ATLANTA, GA 30326   | 2895 EAST CHARLESTON BLVD.<br>LAS VEGAS, NV 89104<br>256 UNIT APARTMENT SUBJECT TO APPRAISAL |  | <b>9,700,000.00</b><br><br><b>(7,000,000.00 secured)</b>                               |
| SUP III, INC.<br>380 LINDEN STREET<br>RENO, NV 89502   | SUP III, INC.<br>380 LINDEN STREET<br>RENO, NV 89502   | DEVELOPER FEES; OPERATING DEFICIT LOANS  |  | <b>1,326,714.00</b>  |
| CLARK COUNTY COMMUNITY RESIDENTIAL MGMT. DIV.<br>500 GRAND CENTRAL PKWY, 5TH FL<br>LAS VEGAS, NV 89102       | CLARK COUNTY COMMUNITY RESIDENTIAL MGMT. DIV.<br>500 GRAND CENTRAL PKWY, 5TH FL<br>LAS VEGAS, NV 89102   | 2895 EAST CHARLESTON BLVD.<br>LAS VEGAS, NV 89104<br>256 UNIT APARTMENT SUBJECT TO APPRAISAL |  | <b>91,000.00</b><br><b>(7,000,000.00 secured)</b><br><b>(9,700,000.00 senior lien)</b> |
| CLARK COUNTY COMMUNITY RESIDENTIAL MGMT. DIV.<br>500 GRAND CENTRAL PKWY, 5TH FL<br>LAS VEGAS, NV 89102       | CLARK COUNTY COMMUNITY RESIDENTIAL MGMT. DIV.<br>500 GRAND CENTRAL PKWY, 5TH FL<br>LAS VEGAS, NV 89102   | RESTORE UNITS TO COMPLY WITH FAIR HOUSING STANDARDS.   |  | <b>88,838.00</b>   |
| HOUSTON CONTRACTING CORP.<br>7643 AVILA BEACH AVENUE<br>LAS VEGAS, NV 89113                                  | HOUSTON CONTRACTING CORP.<br>7643 AVILA BEACH AVENUE<br>LAS VEGAS, NV 89113  | GOODS/SERVICES   |  | <b>38,271.35</b>   |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

| (1)<br><i>Name of creditor and complete mailing address including zip code</i>         | (2)<br><i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3)<br><i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4)<br><i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5)<br><i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| HD SUPPLY FACILITIES MAINT<br>P.O. BOX 509058<br>SAN DIEGO, CA 92150-9058              | HD SUPPLY FACILITIES MAINT<br>P.O. BOX 509058<br>SAN DIEGO, CA 92150-9058   | GOODS/SERVICES   |   | 19,315.69  |
| ESCALERA LANDSCAPING, INC.<br>3015 COOPER CREEK DRIVE<br>HENDERSON, NV 89074           | ESCALERA LANDSCAPING, INC.<br>3015 COOPER CREEK DRIVE<br>HENDERSON, NV 89074  | GOODS/SERVICES   |   | 17,324.00  |
| ALLIED FLOORING SERVICES, INC.<br>1565 WEST BROOKS AVENUE<br>NORTH LAS VEGAS, NV 89032 | ALLIED FLOORING SERVICES, INC.<br>1565 WEST BROOKS AVENUE<br>NORTH LAS VEGAS, NV 89032  | GOODS/SERVICES   |   | 12,630.73  |
| G & R CARPET CLEANING<br>216 SUMMIT CREEK AVE.<br>NORTH LAS VEGAS, NV 89031            | G & R CARPET CLEANING<br>216 SUMMIT CREEK AVE.<br>NORTH LAS VEGAS, NV 89031   | GOODS/SERVICES   |   | 10,260.00  |
| EA PROFESSIONAL JANITORIAL SERVICES<br>5269 S BURNHAM AVE<br>LAS VEGAS, NV 89119       | EA PROFESSIONAL JANITORIAL SERVICES<br>5269 S BURNHAM AVE<br>LAS VEGAS, NV 89119  | GOODS/SERVICES   |   | 7,670.00   |
| SEARS COMMERCIAL<br>P.O. BOX 689134<br>DES MOINES, IA 50368-9134                       | SEARS COMMERCIAL<br>P.O. BOX 689134<br>DES MOINES, IA 50368-9134  | GOODS/SERVICES   |   | 5,963.25   |
| NEW AGE REGLAZING<br>P.O. BOX 50176<br>HENDERSON, NV 89016                             | NEW AGE REGLAZING<br>P.O. BOX 50176<br>HENDERSON, NV 89016  | GOODS/SERVICES   |   | 4,562.85   |
| FRAZEE INDUSTRIES, INC.<br>DEPT. #2510<br>LOS ANGELES, CA 90084-2510                   | FRAZEE INDUSTRIES, INC.<br>DEPT. #2510<br>LOS ANGELES, CA 90084-2510  | GOODS/SERVICES   |   | 4,236.63   |
| JOHNSTONE SUPPLY OF LAS VEGAS<br>2319 WESTERN AVE.<br>LAS VEGAS, NV 89102              | JOHNSTONE SUPPLY OF LAS VEGAS<br>2319 WESTERN AVE.<br>LAS VEGAS, NV 89102   | GOODS/SERVICES   |   | 4,224.91   |
| CHEROKEE BLIND AND DOOR<br>4350 SOUTH ARVILLE STREET<br>LAS VEGAS, NV 89103            | CHEROKEE BLIND AND DOOR<br>4350 SOUTH ARVILLE STREET<br>LAS VEGAS, NV 89103   | GOODS/SERVICES   |   | 4,099.69   |
| MIRACLE SOLUTIONS<br>6313 DALBERGIA AVENUE<br>LAS VEGAS, NV 89122                      | MIRACLE SOLUTIONS<br>6313 DALBERGIA AVENUE<br>LAS VEGAS, NV 89122   | GOODS/SERVICE  |   | 3,972.81   |
| CONSUMER SOURCE, INC.<br>P.O. BOX 402039<br>ATLANTA, GA 30384                          | CONSUMER SOURCE, INC.<br>P.O. BOX 402039<br>ATLANTA, GA 30384   | GOODS/SERVICES   |   | 3,956.40   |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP  
Debtor(s)

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

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

| (1)<br><i>Name of creditor and complete mailing address including zip code</i> | (2)<br><i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3)<br><i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4)<br><i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5)<br><i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| JEC MAINTENANCE<br>5821 DANA ROGERS DRIVE<br>LAS VEGAS, NV 89110               | JEC MAINTENANCE<br>5821 DANA ROGERS DRIVE<br>LAS VEGAS, NV 89110  | GOODS/SERVICES   |   | 3,880.00   |
| ECONOMY SERVICES, INC.<br>P.O. BOX 370422<br>LAS VEGAS, NV 89137               | ECONOMY SERVICES, INC.<br>P.O. BOX 370422<br>LAS VEGAS, NV 89137  | GOODS/SERVICES   |   | 3,385.00   |

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

I, the GENERAL PARTNER 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 June 21, 2012

Signature /s/ ROBERT F. NIELSEN  
**ROBERT F. NIELSEN**  
**GENERAL PARTNER**

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

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **EAST FREEMONT II LIMITED PARTNERSHIP**,  
Debtor

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

Chapter **11**

**SUMMARY OF SCHEDULES**

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

| NAME OF SCHEDULE   | ATTACHED<br>(YES/NO) | NO. OF<br>SHEETS  | ASSETS              | LIABILITIES          | OTHER      |
|--|----------------------|-------------------|---------------------|----------------------|------------|
| A - Real Property  | <b>Yes</b>           | <b>1</b>          | <b>7,000,000.00</b> |                      |            |
| B - Personal Property  | <b>Yes</b>           | <b>3</b>          | <b>384,889.00</b>   |                      |            |
| C - Property Claimed as Exempt   | <b>No</b>            | <b>0</b>          |                     |                      |            |
| D - Creditors Holding Secured Claims   | <b>Yes</b>           | <b>1</b>          |                     | <b>9,791,000.00</b>  |            |
| E - Creditors Holding Unsecured<br>Priority Claims (Total of Claims on Schedule E) | <b>Yes</b>           | <b>1</b>          |                     | <b>0.00</b>          |            |
| F - Creditors Holding Unsecured<br>Nonpriority Claims                              | <b>Yes</b>           | <b>13</b>         |                     | <b>4,858,592.69</b>  |            |
| G - Executory Contracts and<br>Unexpired Leases                                    | <b>Yes</b>           | <b>1</b>          |                     |                      |            |
| H - Codebtors  | <b>Yes</b>           | <b>1</b>          |                     |                      |            |
| I - Current Income of Individual<br>Debtor(s)                                      | <b>No</b>            | <b>0</b>          |                     |                      | <b>N/A</b> |
| J - Current Expenditures of Individual<br>Debtor(s)                                | <b>No</b>            | <b>0</b>          |                     |                      | <b>N/A</b> |
| Total Number of Sheets of ALL Schedules  |                      | <b>21</b>         |                     |                      |            |
|  |                      | Total Assets      | <b>7,384,889.00</b> |                      |            |
|  |                      | Total Liabilities |                     | <b>14,649,592.69</b> |            |



**United States Bankruptcy Court  
District of Nevada**

In re **EAST FREEMONT II LIMITED PARTNERSHIP**,  
Debtor

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

Chapter **11**

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

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

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

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

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

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

**State the following:**

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

**State the following:**

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



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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

**SCHEDULE A - REAL PROPERTY**

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

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

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

| Description and Location of Property  | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|---|---|------------------------------------|--|-------------------------|
| 2895 EAST CHARLESTON BLVD.<br>LAS VEGAS, NV 89104<br>256 UNIT APARTMENT<br>SUBJECT TO APPRAISAL |   | -                                  | 7,000,000.00   | 9,791,000.00            |

Sub-Total > **7,000,000.00** (Total of this page)

Total > **7,000,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

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

| Type of Property   | N<br>O<br>N<br>E | Description and Location of Property   | Husband,<br>Wife,<br>Joint, or<br>Community | Current Value of<br>Debtor's Interest in Property,<br>without Deducting any<br>Secured Claim or Exemption |
|--|------------------|--|---|---|
| 1. Cash on hand  |                  | <b>CASH</b>                            | -   | <b>1,000.00</b>   |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. |                  | <b>CHECKING ACCOUNT</b>                | -   | <b>21,072.00</b>  |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.  |                  | <b>SECURITY DEPOSITS AS OF 4/30/12</b> | -   | <b>7,000.00</b>   |
| 4. Household goods and furnishings, including audio, video, and computer equipment.  | <b>X</b>         |  |   |   |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.  | <b>X</b>         |  |   |   |
| 6. Wearing apparel.  | <b>X</b>         |  |   |   |
| 7. Furs and jewelry.   | <b>X</b>         |  |   |   |
| 8. Firearms and sports, photographic, and other hobby equipment.   | <b>X</b>         |  |   |   |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.   | <b>X</b>         |  |   |   |
| 10. Annuities. Itemize and name each issuer.   | <b>X</b>         |  |   |   |
|  |                  |  | Sub-Total >                                 | <b>29,072.00</b>  |
|  |                  |  | (Total of this page)                        |   |

2 continuation sheets attached to the Schedule of Personal Property

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| Type of Property  | N<br>O<br>N<br>E | Description and Location of Property | Husband,<br>Wife,<br>Joint, or<br>Community | Current Value of<br>Debtor's Interest in Property,<br>without Deducting any<br>Secured Claim or Exemption |
|---|------------------|--------------------------------------|---|---|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X                |                                      |   |   |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.   | X                |                                      |   |   |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize.   | X                |                                      |   |   |
| 14. Interests in partnerships or joint ventures. Itemize.   | X                |                                      |   |   |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments.  | X                |                                      |   |   |
| 16. Accounts receivable.  |                  | <b>ACCOUNTS RECEIVABLE</b>           | -   | <b>9,936.00</b>   |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.  | X                |                                      |   |   |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars.  | X                |                                      |   |   |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.  | X                |                                      |   |   |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.  | X                |                                      |   |   |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.  | X                |                                      |   |   |

Sub-Total > **9,936.00**  
(Total of this page)

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

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| Type of Property  | N<br>O<br>N<br>E | Description and Location of Property | Husband,<br>Wife,<br>Joint, or<br>Community | Current Value of<br>Debtor's Interest in Property,<br>without Deducting any<br>Secured Claim or Exemption |
|---|------------------|--------------------------------------|---|---|
| 22. Patents, copyrights, and other intellectual property. Give particulars.   | X                |                                      |   |   |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | X                |                                      |   |   |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X                |                                      |   |   |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories.  | X                |                                      |   |   |
| 26. Boats, motors, and accessories.   | X                |                                      |   |   |
| 27. Aircraft and accessories.   | X                |                                      |   |   |
| 28. Office equipment, furnishings, and supplies.  |                  | <b>OFFICE EQUIPMENT</b>              | -   | <b>10,000.00</b>  |
| 29. Machinery, fixtures, equipment, and supplies used in business.  |                  | <b>APPLIANCES, WASHERS, DRYERS</b>   | -   | <b>335,881.00</b>   |
| 30. Inventory.  | X                |                                      |   |   |
| 31. Animals.  | X                |                                      |   |   |
| 32. Crops - growing or harvested. Give particulars.   | X                |                                      |   |   |
| 33. Farming equipment and implements.   | X                |                                      |   |   |
| 34. Farm supplies, chemicals, and feed.   | X                |                                      |   |   |
| 35. Other personal property of any kind not already listed. Itemize.  | X                |                                      |   |   |

|                      |                   |
|----------------------|-------------------|
| Sub-Total >          | <b>345,881.00</b> |
| (Total of this page) |                   |
| Total >              | <b>384,889.00</b> |

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

(Report also on Summary of Schedules)

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)          | C O D E B T O R<br>H W J C | Husband, Wife, Joint, or Community   |  |  | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|---|----------------------------|--|--|--|---------------------|-------------------------|-----------------|---|---------------------------|
|   |                            | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN |  |  |                     |                         |                 |   |                           |
| Account No.   |                            | <b>Deed of Trust</b>   |  |  |                     |                         |                 |   |                           |
| <b>CLARK COUNTY COMMUNITY RESIDENTIAL MGMT. DIV. 500 GRAND CENTRAL PKWY, 5TH FL LAS VEGAS, NV 89102</b>       | -                          | <b>2895 EAST CHARLESTON BLVD. LAS VEGAS, NV 89104 256 UNIT APARTMENT SUBJECT TO APPRAISAL</b>  |  |  |                     |                         |                 | <b>91,000.00</b>                                      | <b>91,000.00</b>          |
|   |                            | Value \$ <b>7,000,000.00</b>   |  |  |                     |                         |                 |   |                           |
| Account No.   |                            | <b>FIRST DEED OF TRUST</b>   |  |  |                     |                         |                 |   |                           |
| <b>ROGER JERN, SPECIAL SERVICING PRUDENTIAL ASSET RESOURCES 3560 LENNOX ROAD, STE. 1400 ATLANTA, GA 30326</b> | -                          | <b>2895 EAST CHARLESTON BLVD. LAS VEGAS, NV 89104 256 UNIT APARTMENT SUBJECT TO APPRAISAL</b>  |  |  |                     |                         |                 | <b>9,700,000.00</b>                                   | <b>2,700,000.00</b>       |
|   |                            | Value \$ <b>7,000,000.00</b>   |  |  |                     |                         |                 |   |                           |
| Account No.   |                            |  |  |  |                     |                         |                 |   |                           |
|   |                            | Value \$   |  |  |                     |                         |                 |   |                           |
| Account No.   |                            |  |  |  |                     |                         |                 |   |                           |
|   |                            | Value \$   |  |  |                     |                         |                 |   |                           |
| Subtotal<br>(Total of this page)  |                            |  |  |  |                     |                         |                 | <b>9,791,000.00</b>                                   | <b>2,791,000.00</b>       |
| Total<br>(Report on Summary of Schedules)   |                            |  |  |  |                     |                         |                 | <b>9,791,000.00</b>                                   | <b>2,791,000.00</b>       |

0 continuation sheets attached

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

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

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

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

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

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

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

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

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

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

 **Domestic support obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

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

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

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

 **Deposits by individuals**

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

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

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

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

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

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

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

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

0 continuation sheets attached

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

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

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

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

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

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

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)                      | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community |   | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|---|--|--|--------------------------------------|-----------------|
|  |                                      | H                                  | W |  |  |                                      |                 |
| Account No.<br><br><b>A CUTTING EDGE GLASS &amp; MIRROR,<br/>INC.<br/>4200 WEST RUSSELL ROAD, STE. 106<br/>LAS VEGAS, NV 89118</b> |                                      |                                    |   |  |  |                                      | <b>723.53</b>   |
| Account No.<br><br><b>ACE PROTECTION SERVICES, INC.<br/>1610 W. OAKLEY BLVD.<br/>LAS VEGAS, NV 89102</b>                           |                                      |                                    |   |  |  |                                      | <b>1,239.00</b> |
| Account No.<br><br><b>ADT SECURITY SERVICES<br/>P.O. BOX 371956<br/>PITTSBURGH, PA 15250-7956</b>                                  |                                      |                                    |   |  |  |                                      | <b>510.15</b>   |
| Account No.<br><br><b>ADVANCED OFFICE &amp; JANITORIAL<br/>3261 S. HIGHLAND DRIVE, #603<br/>LAS VEGAS, NV 89109</b>                |                                      |                                    |   |  |  |                                      | <b>77.01</b>    |
| Subtotal<br>(Total of this page)   |                                      |                                    |   |  |  |                                      | <b>2,549.69</b> |

12 continuation sheets attached



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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)      | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|
|  |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |
| Account No.<br><br><b>AFFORDABLE FLOORING &amp; MORE,<br/>LLC<br/>3560 POLARIS AVENUE<br/>LAS VEGAS, NV 89103</b>  |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>3,126.57</b>   |
| Account No.<br><br><b>AKZO NOBEL PAINTS, LLC<br/>P.O. BOX 100145<br/>PASADENA, CA 91189-0145</b>                   |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>713.46</b>   |
| Account No.<br><br><b>AL'S PLUMBING SEWER &amp; DRAIN<br/>1515 INDUSTRIAL ROAD<br/>LAS VEGAS, NV 89102</b>         |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>1,964.78</b>   |
| Account No.<br><br><b>ALLIED FLOORING SERVICES, INC.<br/>1565 WEST BROOKS AVENUE<br/>NORTH LAS VEGAS, NV 89032</b> |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>12,630.73</b>  |
| Account No.<br><br><b>APARTMENT FINDER<br/>P.O. BOX 935080<br/>ATLANTA, GA 31193</b>                               |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>1,560.00</b>   |
| Subtotal<br>(Total of this page)   |                                      |                                    |  |  |  |                                      | <b>19,995.54</b>  |
| Sheet no. <u>1</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims      |                                      |                                    |  |  |  |                                      |   |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)                                    | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
|  |                                      | H<br>W<br>J<br>C                   |  |  |                                      |                 |
| Account No.<br><br><b>APARTMENTSMART.COM, INC.</b><br><b>1813 SWEETBAY DRIVE, #9</b><br><b>SALISBURY, MD 21804</b>                               |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>564.00</b>   |
| Account No.<br><br><b>APPLIANCE PARTS COMPANY</b><br><b>6825 S. KYRENE ROAD</b><br><b>TEMPE, AZ 85283</b>  |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>195.09</b>   |
| Account No.<br><br><b>APPLIANCE PARTS COMPANY</b><br><b>2001 WESTERN AVENUE</b><br><b>LAS VEGAS, NV 89102</b>                                    |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>408.37</b>   |
| Account No.<br><br><b>ARCTIC SUN LTD. DBA</b><br><b>CODE RED EMERGENCY</b><br><b>7065 W. ANN RD., STE. 130-540</b><br><b>LAS VEGAS, NV 89130</b> |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>1,560.00</b> |
| Account No.<br><br><b>BAHNNA BATTERY</b><br><b>1235 N. NELLIS BLVD., M-1</b><br><b>LAS VEGAS, NV 89110</b>                                       |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>1,067.52</b> |
| Subtotal<br>(Total of this page)   |                                      |                                    |  |  |                                      | <b>3,794.98</b> |

Sheet no. 2 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)  | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                  |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|------------------|
|  |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                  |
| Account No.<br><br><b>CERTIFIED FIRE PROTECTION, INC</b><br><b>3400 W. DESERT INN RD, #20</b><br><b>LAS VEGAS, NV 89102</b>                              |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,165.95</b>   |                  |
| Account No.<br><br><b>CHEROKEE BLIND AND DOOR</b><br><b>4350 SOUTH ARVILLE STREET</b><br><b>LAS VEGAS, NV 89103</b>                                      |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>4,099.69</b>   |                  |
| Account No.<br><br><b>CLARK COUNTY COMMUNITY</b><br><b>RESIDENTIAL MGMT. DIV.</b><br><b>500 GRAND CENTRAL PKWY, 5TH FL</b><br><b>LAS VEGAS, NV 89102</b> |                                      | -                                  | <b>RESTORE UNITS TO COMPLY WITH FAIR</b><br><b>HOUSING STANDARDS.</b>  |  |  |                                      | <b>88,838.00</b>  |                  |
| Account No.<br><br><b>CLASSIC DESIGN GROUP CDG, LLC</b><br><b>600 CERVANTES</b><br><b>HENDERSON, NV 89014</b>  |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>872.15</b>   |                  |
| Account No.<br><br><b>CONSUMER SOURCE, INC.</b><br><b>P.O. BOX 402039</b><br><b>ATLANTA, GA 30384</b>  |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>3,956.40</b>   |                  |
| Sheet no. <u>3</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims  |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>99,932.19</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP,

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

Debtor

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

(Continuation Sheet)

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)                      | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | AMOUNT OF CLAIM  |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|------------------|
|  |                                      | H<br>W<br>J<br>C                   |  |  |                                      |                  |
| Account No.<br><br><b>COOKIES CLEANING SERVICE</b><br><b>1809 BELMONT STREET</b><br><b>NORTH LAS VEGAS, NV 89030</b>               |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>1,200.00</b>  |
| Account No.<br><br><b>CUSTOM FURNITURE RENTAL</b><br><b>273 S. MARTIN LUTHER KING</b><br><b>LAS VEGAS, NV 89106</b>                |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>144.00</b>    |
| Account No.<br><br><b>DJB GAS SERVICES, INC.</b><br><b>P.O. BOX 1811</b><br><b>SALT LAKE CITY, UT 84110-1811</b>                   |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>408.25</b>    |
| Account No.<br><br><b>DUNN EDWARDS CORPORATION</b><br><b>P.O. BOX 30389</b><br><b>LOS ANGELES, CA 90030-0389</b>                   |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>1,133.66</b>  |
| Account No.<br><br><b>EA PROFESSIONAL JANITORIAL</b><br><b>SERVICES</b><br><b>5269 S BURNHAM AVE</b><br><b>LAS VEGAS, NV 89119</b> |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>7,670.00</b>  |
| Subtotal<br>(Total of this page)   |                                      |                                    |  |  |                                      | <b>10,555.91</b> |

Sheet no. 4 of 12 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)                           | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|
|   |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |
| Account No.<br><br><b>ECONOMY SERVICES, INC.</b><br><b>P.O. BOX 370422</b><br><b>LAS VEGAS, NV 89137</b>                                |                                      |                                    | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>3,385.00</b>   |
| Account No.<br><br><b>EL MERCADO, LLC</b><br><b>9454 WILSHIRE BLVD., #711</b><br><b>BEVERLY HILLS, CA 90212</b>                         |                                      |                                    | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,000.00</b>   |
| Account No.<br><br><b>ESCALERA LANDSCAPING, INC.</b><br><b>3015 COOPER CREEK DRIVE</b><br><b>HENDERSON, NV 89074</b>                    |                                      |                                    | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>17,324.00</b>  |
| Account No.<br><br><b>FIRE-N-ICE HEATING AND AIR<br/>CONDITIONING</b><br><b>2324 SOUTH HIGHLAND DRIVE</b><br><b>LAS VEGAS, NV 89102</b> |                                      |                                    | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,085.00</b>   |
| Account No.<br><br><b>FOR RENT MEDIA SOLUTIONS</b><br><b>P.O. BOX 209066</b><br><b>DALLAS, TX 75320-9066</b>                            |                                      |                                    | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>1,345.00</b>   |
| Subtotal<br>(Total of this page)  |                                      |                                    |  |  |  |                                      | <b>26,139.00</b>  |

Sheet no. 5 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)           | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                  |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|------------------|
|   |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                  |
| Account No.<br><br><b>FRAZEE INDUSTRIES, INC.</b><br><b>DEPT. #2510</b><br><b>LOS ANGELES, CA 90084-2510</b>            |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>4,236.63</b>   |                  |
| Account No.<br><br><b>G &amp; R CARPET CLEANING</b><br><b>216 SUMMIT CREEK AVE.</b><br><b>NORTH LAS VEGAS, NV 89031</b> |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>10,260.00</b>  |                  |
| Account No.<br><br><b>GALL &amp; GALL COMPANY, INC.</b><br><b>8555 NORTH DIXIE DRIVE</b><br><b>DAYTON, OH 45414</b>     |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>238.00</b>   |                  |
| Account No.<br><br><b>GEEKAZOID &amp; FRIENDS, INC.</b><br><b>P.O. BOX 61061</b><br><b>LAS VEGAS, NV 89160</b>          |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>3.50</b>   |                  |
| Account No.<br><br><b>GREATER LAS VEGAS APT. GUIDE</b><br><b>P.O. BOX 402039</b><br><b>ATLANTA, GA 30384-2039</b>       |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>32.23</b>  |                  |
| Sheet no. <u>6</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims           |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>14,770.36</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.) | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | AMOUNT OF CLAIM  |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|------------------|
|   |                                      | H<br>W<br>J<br>C                   |  |  |                                      |                  |
| Account No.<br><br><b>HD SUPPLY FACILITIES MAINT<br/>P.O. BOX 509058<br/>SAN DIEGO, CA 92150-9058</b>         |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>19,315.69</b> |
| Account No.<br><br><b>HERNANDEZ SERVICES<br/>2721 ALCOA AVENUE<br/>LAS VEGAS, NV 89102</b>                    |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>1,315.00</b>  |
| Account No.<br><br><b>HOUSTON CONTRACTING CORP.<br/>7643 AVILA BEACH AVENUE<br/>LAS VEGAS, NV 89113</b>       |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>38,271.35</b> |
| Account No.<br><br><b>JEC MAINTENANCE<br/>5821 DANA ROGERS DRIVE<br/>LAS VEGAS, NV 89110</b>                  |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>3,880.00</b>  |
| Account No.<br><br><b>JOHNSTONE SUPPLY OF LAS VEGAS<br/>2319 WESTERN AVE.<br/>LAS VEGAS, NV 89102</b>         |                                      | -                                  | <b>GOODS/SERVICES</b>                          |  |                                      | <b>4,224.91</b>  |
| Sheet no. <u>7</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims |                                      |                                    |  |  | Subtotal<br>(Total of this page)     | <b>67,006.95</b> |



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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)                    | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                 |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-----------------|
|  |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                 |
| Account No.<br><br><b>LES OLSON COMPANY</b><br><b>3244 S. 300 W.</b><br><b>SALT LAKE CITY, UT 84115</b>                          |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>879.51</b>   |                 |
| Account No.<br><br><b>LIMA'S GLASS</b><br><b>2109 WENDEL AVENUE</b><br><b>LAS VEGAS, NV 89101</b>                                |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>485.00</b>   |                 |
| Account No.<br><br><b>MICHAEL RAGUSA PAINTING &amp;<br/>DRYWALL</b><br><b>2701 STRICHEN AVENUE</b><br><b>HENDERSON, NV 89044</b> |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>195.00</b>   |                 |
| Account No.<br><br><b>MIRACLE SOLUTIONS</b><br><b>6313 DALBERGIA AVENUE</b><br><b>LAS VEGAS, NV 89122</b>                        |                                      | -                                  | <b>GOODS/SERVICE</b>   |  |  |                                      | <b>3,972.81</b>   |                 |
| Account No.<br><br><b>MR. ELECTRIC</b><br><b>P.O. BOX 97402</b><br><b>LAS VEGAS, NV 89193-7402</b>                               |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>240.00</b>   |                 |
| Sheet no. <u>8</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims                    |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>5,772.32</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)              | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|
|  |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |
| Account No.<br><br><b>MULTIFAMILY INTERACTIVE CORP.</b><br><b>1610 S. 31ST ST., STE. 200</b><br><b>TEMPLE, TX 76504</b>    |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,750.00</b>   |
| Account No.<br><br><b>MYNEWPLACE</b><br><b>P.O. BOX 670209</b><br><b>DALLAS, TX 75267-0209</b>                             |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>67.05</b>  |
| Account No.<br><br><b>NEIGHBORHOOD DEVELOPMENT</b><br><b>COLLABORATIVE</b><br><b>P.O. BOX 990</b><br><b>COBB, CA 95426</b> |                                      | -                                  | <b>OPERATING DEFICITS LOANS; DEVELOPER FEE; PARTNER LOANS</b>  |  |  |                                      | <b>3,253,832.00</b>   |
| Account No.<br><br><b>NETWORK COMMUNICATIONS, INC.</b><br><b>P.O. BOX 935080</b><br><b>ATLANTA, GA 31193</b>               |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>520.00</b>   |
| Account No.<br><br><b>NETWORK COMMUNICATIONS, INC.</b><br><b>2305 NEWPOINT PARKWAY</b><br><b>LAWRENCEVILLE, GA 30043</b>   |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,037.00</b>   |
| Subtotal<br>(Total of this page)   |                                      |                                    |  |  |  |                                      | <b>3,259,206.05</b>   |

Sheet no. 9 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)             | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                 |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-----------------|
|   |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                 |
| Account No.<br><br><b>NEVADA CRYSTAL PREMIUM, LLC</b><br><b>6185 S. VALLEY VIEW, STE. H</b><br><b>LAS VEGAS, NV 89118</b> |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>159.95</b>   |                 |
| Account No.<br><br><b>NEW AGE REGLAZING</b><br><b>P.O. BOX 50176</b><br><b>HENDERSON, NV 89016</b>                        |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>4,562.85</b>   |                 |
| Account No.<br><br><b>ODOR MASTERS OF LAS VEGAS</b><br><b>4616 W. SAHARA AVE., #178</b><br><b>LAS VEGAS, NV 89102</b>     |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>309.00</b>   |                 |
| Account No.<br><br><b>POSTER COMPLIANCE</b><br><b>3687 MT. DIABLO BLVD., STE. B100</b><br><b>LAFAYETTE, CA 94549</b>      |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>79.00</b>  |                 |
| Account No.<br><br><b>PURQZ</b><br><b>795 EAST 340 SOUTH, STE. 102</b><br><b>AMERICAN FORK, UT 84003</b>                  |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>801.45</b>   |                 |
| Sheet no. <u>10</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims            |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>5,912.25</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)         | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                 |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-----------------|
|   |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                 |
| Account No.<br><br><b>REDESIGNING SURFACES, INC.</b><br><b>2358 ECLIPTIC STREET</b><br><b>HENDERSON, NV 89044</b>     |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>675.00</b>   |                 |
| Account No.<br><br><b>SEARS COMMERCIAL</b><br><b>P.O. BOX 689134</b><br><b>DES MOINES, IA 50368-9134</b>              |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>5,963.25</b>   |                 |
| Account No.<br><br><b>SHERWIN WILLIAMS CORP</b><br><b>P.O. BOX 277499</b><br><b>ATLANTA, GA 30384</b>                 |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>541.58</b>   |                 |
| Account No.<br><br><b>SOLAR CONTRACT CARPET</b><br><b>4280 WAGON TRAIL AVE., STE. C</b><br><b>LAS VEGAS, NV 89118</b> |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>509.65</b>   |                 |
| Account No.<br><br><b>STAPLES, INC.</b><br><b>P.O. BOX 83689</b><br><b>CHICAGO, IL 60690-3689</b>                     |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>1,035.84</b>   |                 |
| Sheet no. <u>11</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims        |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>8,725.32</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Debtor Case No. \_\_\_\_\_

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

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)  | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | Husband, Wife, Joint, or Community | D<br>A<br>T<br>E<br>C<br>L<br>A<br>I<br>M<br>W<br>A<br>S<br>I<br>N<br>C<br>U<br>R<br>R<br>E<br>D<br>A<br>N<br>D<br>C<br>O<br>N<br>S<br>I<br>D<br>E<br>R<br>A<br>T<br>I<br>O<br>N<br>F<br>O<br>R<br>C<br>L<br>A<br>I<br>M.<br>I<br>F<br>C<br>L<br>A<br>I<br>M<br>I<br>S<br>S<br>U<br>B<br>J<br>E<br>C<br>T<br>T<br>O<br>S<br>E<br>T<br>O<br>F<br>F,<br>S<br>O<br>S<br>T<br>A<br>T<br>E. | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | A<br>M<br>O<br>U<br>N<br>T<br>O<br>F<br>C<br>L<br>A<br>I<br>M |                     |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|---------------------|
|  |                                      | H<br>W<br>J<br>C                   |  |  |  |                                      |   |                     |
| Account No.<br><br><b>STAR GLASS &amp; MIRRORS</b><br>2256 LOSEE ROAD, BLDG. F<br>NORTH LAS VEGAS, NV 89030    |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>3,325.00</b>   |                     |
| Account No.<br><br><b>SUP III, INC.</b><br>380 LINDEN STREET<br>RENO, NV 89502                                 |                                      | -                                  | <b>DEVELOPER FEES; OPERATING DEFICIT<br/>LOANS</b>   |  |  |                                      | <b>1,326,714.00</b>   |                     |
| Account No.<br><br><b>SURFACES</b><br>2358 ECLIPTIC STREET<br>HENDERSON, NV 89044                              |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>675.00</b>   |                     |
| Account No.<br><br><b>TANGERINE OFFICE SYSTEMS</b><br>P.O. BOX 530266<br>HENDERSON, NV 89053                   |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>755.13</b>   |                     |
| Account No.<br><br><b>WILMAR INDUSTRIES, INC.</b><br>801 WEST BAY STREET<br>JACKSONVILLE, FL 32204             |                                      | -                                  | <b>GOODS/SERVICES</b>  |  |  |                                      | <b>2,763.00</b>   |                     |
| Sheet no. <u>12</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims |                                      |                                    |  |  |  |                                      | Subtotal<br>(Total of this page)                              | <b>1,334,232.13</b> |
|  |                                      |                                    |  |  |  |                                      | Total<br>(Report on Summary of Schedules)                     | <b>4,858,592.69</b> |

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

In re EAST FREEMONT II LIMITED PARTNERSHIP, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

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

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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

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

In re EAST FREEMONT II LIMITED PARTNERSHIP

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

Debtor

**SCHEDULE H - CODEBTORS**

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

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|------------------------------|------------------------------|
|------------------------------|------------------------------|

0 continuation sheets attached to Schedule of Codebtors



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

**United States Bankruptcy Court  
District of Nevada**

In re **EAST FREEMONT II LIMITED PARTNERSHIP**

Debtor(s)

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

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the GENERAL PARTNER of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **23** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 21, 2012**

Signature **/s/ ROBERT F. NIELSEN**

**ROBERT F. NIELSEN**

**GENERAL PARTNER**

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

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court  
District of Nevada**

In re EAST FREEMONT II LIMITED PARTNERSHIP

Debtor(s)

Case No.

Chapter

11

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

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

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

None

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

| AMOUNT               | SOURCE          |
|----------------------|-----------------|
| <b>\$-40,700.00</b>  | <b>2012 YTD</b> |
| <b>\$-774,867.00</b> | <b>2011</b>     |
| <b>\$-761,550.00</b> | <b>2010</b>     |

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**2. Income other than from employment or operation of business**

None

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

| AMOUNT | SOURCE |
|--------|--------|
|--------|--------|

**3. Payments to creditors**

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

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

| NAME AND ADDRESS 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.)

| NAME AND ADDRESS OF CREDITOR  | DATES OF PAYMENTS/<br>TRANSFERS | AMOUNT PAID OR<br>VALUE OF<br>TRANSFERS | AMOUNT STILL<br>OWING |
|---|---------------------------------|---|-----------------------|
| <b>UNIVERSAL SERVICE &amp; SUPPLY</b>   | <b>March, 2012</b>              | <b>\$10,709.85</b>                      | <b>\$0.00</b>         |
| <b>REPUBLIC SERVICES<br/>PO BOX 98508<br/>LAS VEGAS, NV 89193-8508</b>                          | <b>MARCH, 2012</b>              | <b>\$18,364.97</b>                      | <b>\$0.00</b>         |
| <b>WILMAR INDUSTRIES, INC.<br/>801 WEST BAY STREET<br/>JACKSONVILLE, FL 32204</b>               | <b>MARCH, 2012</b>              | <b>\$11,710.49</b>                      | <b>\$0.00</b>         |
| <b>LAS VEGAS VALLEY WATER DIST<br/>1001 SO. VALLEY VIEW BLVD.<br/>LAS VEGAS, NV 89153</b>       | <b>APRIL, 2012</b>              | <b>\$35,535.14</b>                      | <b>\$0.00</b>         |
| <b>CLARK COUNTY RECLAMATION DIST</b>  | <b>APRIL, 2012</b>              | <b>\$19,605.76</b>                      | <b>\$0.00</b>         |
| <b>ESCALERA LANDSCAPING, INC.<br/>3015 COOPER CREEK DRIVE<br/>HENDERSON, NV 89074</b>           | <b>APRIL, 2012</b>              | <b>\$20,468.00</b>                      | <b>\$0.00</b>         |
| <b>GLOBAL PEST</b>  | <b>APRIL, 2012</b>              | <b>\$12,890.00</b>                      | <b>\$0.00</b>         |
| <b>NEIGHBORHOOD DEVELOPMENT<br/>COLLABORATIVE</b>   | <b>APRIL, 2012</b>              | <b>\$9,150.92</b>                       | <b>\$0.00</b>         |
| <b>SHELTER PROPERTIES, INC.<br/>380 LINDEN STREET<br/>RENO, NV 89502</b>                        | <b>APRIL, 2012</b>              | <b>\$14,083.92</b>                      | <b>\$0.00</b>         |
| <b>ALLIED FLOORING SERVICES, INC.<br/>1565 WEST BROOKS AVENUE<br/>NORTH LAS VEGAS, NV 89032</b> | <b>APRIL, 2012</b>              | <b>\$25,573.47</b>                      | <b>\$0.00</b>         |
| <b>JLS CLEANING</b>   | <b>MAY, 2012</b>                | <b>\$13,210.00</b>                      | <b>\$0.00</b>         |
| <b>JEC MAINTENANCE<br/>5821 DANA ROGERS DRIVE<br/>LAS VEGAS, NV 89110</b>                       | <b>MAY, 2012</b>                | <b>\$8,465.00</b>                       | <b>\$0.00</b>         |

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

| NAME AND ADDRESS OF CREDITOR   | DATES OF PAYMENTS/<br>TRANSFERS | AMOUNT PAID OR<br>VALUE OF<br>TRANSFERS | AMOUNT STILL<br>OWING |
|--|---------------------------------|---|-----------------------|
| <b>REZNICK GROUP</b><br><b>400 CAPITOL MALL, STE. 900</b><br><b>SACRAMENTO, CA 95814</b> | <b>JUNE, 2012</b>               | <b>\$9,300.00</b>                       | <b>\$0.00</b>         |

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<br>RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL<br>OWING |
|--|-----------------|-------------|-----------------------|
|--|-----------------|-------------|-----------------------|

#### 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<br>AND CASE NUMBER | NATURE OF<br>PROCEEDING | COURT OR AGENCY<br>AND LOCATION | STATUS OR<br>DISPOSITION |
|------------------------------------|-------------------------|---------------------------------|--------------------------|
|------------------------------------|-------------------------|---------------------------------|--------------------------|

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<br>BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF<br>PROPERTY |
|---|-----------------|--------------------------------------|
|---|-----------------|--------------------------------------|

#### 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<br>CREDITOR OR SELLER | DATE OF REPOSSESSION,<br>FORECLOSURE SALE,<br>TRANSFER OR RETURN | DESCRIPTION AND VALUE OF<br>PROPERTY |
|---|--|--------------------------------------|
|---|--|--------------------------------------|

#### 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<br>ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|------------------------------|-----------------------|-----------------------------------|
|------------------------------|-----------------------|-----------------------------------|

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<br>OF CUSTODIAN | NAME AND LOCATION<br>OF COURT<br>CASE TITLE & NUMBER | DATE OF<br>ORDER | DESCRIPTION AND VALUE OF<br>PROPERTY |
|----------------------------------|--|------------------|--------------------------------------|
|----------------------------------|--|------------------|--------------------------------------|

**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 |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

**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  |
|-----------------------------------|---|---------------|
| 4 UNITS                           | HOSTAGE SITUATION LED TO DESTRUCTION OF 4 UNITS BY THE LAS VEGAS POLICE DEPARTMENT IN ORDER TO RESCUE THE VICTIM. | APRIL 4, 2011 |

**9. Payments related to debt counseling or bankruptcy**

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

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---------------------------|---|--|
|---------------------------|---|--|

**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 |
|--|------|--|
|--|------|--|

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

| NAME OF TRUST OR OTHER DEVICE | DATE(S) OF TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

**11. Closed financial accounts**

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

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---------------------------------|--|------------------------------------|
|---------------------------------|--|------------------------------------|

**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 |
|--|---|-------------------------|---------------------------------------|
|--|---|-------------------------|---------------------------------------|

**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 |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

**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 |
|---------------------------|-----------------------------------|----------------------|
|---------------------------|-----------------------------------|----------------------|

**15. Prior address of debtor**

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

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

**16. Spouses and Former Spouses**

- None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

| NAME |
|------|
|------|

**17. Environmental Information.**

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

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

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

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

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

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

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

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

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

| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|---------------------------------------|---------------|-----------------------|
|---------------------------------------|---------------|-----------------------|

**18 . Nature, location and name of business**

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

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

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

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

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

| NAME | ADDRESS |
|------|---------|
|------|---------|

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

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

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

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

|  |                         |
|--|-------------------------|
| NAME AND ADDRESS                           | DATES SERVICES RENDERED |
| <b>PINNACLE, AN AMERICAN MNGMT SERV CO</b> | <b>2003 - PRESENT</b>   |
| <b>7785 W. SAHARA BLVD., #200</b>          |                         |
| <b>LAS VEGAS, NV 89117</b>                 |                         |

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

|                                  |                                   |                         |
|----------------------------------|-----------------------------------|-------------------------|
| NAME                             | ADDRESS                           | DATES SERVICES RENDERED |
| <b>REZNICK GROUP</b>             | <b>400 CAPITOL MALL, STE. 900</b> | <b>2003 - PRESENT</b>   |
|                                  | <b>SACRAMENTO, CA 95814</b>       |                         |
| <b>NOVOGRADAC &amp; CO., LLP</b> | <b>P.O. BOX 7833</b>              | <b>2011</b>             |
|                                  | <b>SAN FRANCISCO, CA 94120</b>    |                         |

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

|  |                                   |
|--|-----------------------------------|
| NAME                                       | ADDRESS                           |
| <b>PINNACLE, AN AMERICAN MNGMT SERV CO</b> | <b>7785 W. SAHARA BLVD., #200</b> |
|  | <b>LAS VEGAS, NV 89112</b>        |

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

|                                   |                       |
|-----------------------------------|-----------------------|
| NAME AND ADDRESS                  | DATE ISSUED           |
| <b>BOSTON FINANCIAL</b>           | <b>2004 - 2011</b>    |
| <b>2000 CROWN COLONY DRIVE</b>    |                       |
| <b>QUINCY, MA 02169</b>           |                       |
| <b>PRUDENTIAL ASSET RESOURCES</b> | <b>2006 - PRESENT</b> |
| <b>3560 LENNOX RD., STE. 1400</b> |                       |
| <b>ATLANTA, GA 30326</b>          |                       |

**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<br>(Specify cost, market or other basis) |
|-------------------|----------------------|---|

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 |
|---|--------------------|------------------------|
| <b>NEIGHBORHOOD DEVELOPMENT COLLABORATIVE<br/>P.O. BOX 990<br/>COBB, CA 95426</b> |                    | <b>51%</b>             |
| <b>SUP, III<br/>380 LINDEN STREET<br/>RENO, NV 89502</b>                          |                    | <b>49%</b>             |

- 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 |
|------------------|-------|--|
|------------------|-------|--|

**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 |
|-------------------------|---|--------------------|
| <b>BOSTON FINANCIAL</b> | <b>2000 CROWN COLONY DRIVE<br/>QUINCY, MA 02169</b> | <b>12/31/11</b>    |

- 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 distributions by a corporation**

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

| NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR | DATE AND PURPOSE OF WITHDRAWAL | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|--------------------------------|--|
|---|--------------------------------|--|

**24. Tax Consolidation Group.**

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

| NAME OF PARENT CORPORATION | TAXPAYER IDENTIFICATION NUMBER (EIN) |
|----------------------------|--------------------------------------|
|----------------------------|--------------------------------------|

**25. Pension Funds.**

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

| NAME OF PENSION FUND | TAXPAYER IDENTIFICATION NUMBER (EIN) |
|----------------------|--------------------------------------|
|----------------------|--------------------------------------|

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

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

Date June 21, 2012

Signature /s/ ROBERT F. NIELSEN  
**ROBERT F. NIELSEN**  
**GENERAL PARTNER**

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

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

**United States Bankruptcy Court  
District of Nevada**

In re **EAST FREEMONT II LIMITED PARTNERSHIP**

Debtor(s)

Case No.

Chapter **11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

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

|   |    |                         |
|---|----|-------------------------|
| For legal services, I have agreed to accept .....           | \$ | <u><b>66,000.00</b></u> |
| Prior to the filing of this statement I have received ..... | \$ | <u><b>66,000.00</b></u> |
| Balance Due .....   | \$ | <u><b>0.00</b></u>      |

2. \$ **1,046.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:  
 Debtor       Other (specify): **SARATOGA PALMS EAST II**
4. The source of compensation to be paid to me is:  
 Debtor       Other (specify):
5.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.  
 I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - d. [Other provisions as needed]
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

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

Dated: **June 21, 2012****/s/ ALAN R. SMITH, ESQ.****ALAN R. SMITH, ESQ.****THE LAW OFFICES OF ALAN R. SMITH****505 RIDGE STREET****RENO, NV 89501-1719****(775) 786-4579 Fax: (775) 786-3066****mail@asmithlaw.com**

**United States Bankruptcy Court**  
**District of Nevada**

In re EAST FREEMONT II LIMITED PARTNERSHIP,  
 Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

| Name and last known address<br>or place of business of holder | Security<br>Class | Number<br>of Securities | Kind of<br>Interest |
|---|-------------------|-------------------------|---------------------|
|---|-------------------|-------------------------|---------------------|

**None**

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

I, the GENERAL PARTNER of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 21, 2012

Signature /s/ ROBERT F. NIELSEN  
**ROBERT F. NIELSEN**  
**GENERAL PARTNER**

*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.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court  
District of Nevada**

In re **EAST FREEMONT II LIMITED PARTNERSHIP**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the GENERAL PARTNER of the partnership named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 21, 2012**

**/s/ ROBERT F. NIELSEN**

**ROBERT F. NIELSEN/GENERAL PARTNER**

Signer/Title

EAST FREEMONT II LIMITED PARTNERSHIP  
380 LINDEN STREET  
RENO, NV 89502

ALAN R. SMITH, ESQ.  
THE LAW OFFICES OF ALAN R. SMITH  
505 RIDGE STREET  
RENO, NV 89501-1719

INTERNAL REVENUE SERVICE  
STOP 5028  
110 CITY PARKWAY  
LAS VEGAS, NV 89106

NEVADA DEPT TAXATION  
P.O. BOX 52685  
PHOENIX, AZ 85072-2674

NEVADA EMPLOYMENT SEC  
500 E. THIRD STREET  
CARSON CITY, NV 89713-0030

NV DEPT OF MOTOR VEHICLES  
BANKRUPTCY SECTION  
555 WRIGHT WAY  
CARSON CITY, NV 89711-0001

NV LABOR COMMISSION  
675 FAIRVIEW LANE, STE 226  
CARSON CITY, NV 89710-5474

OFFICE OF THE U.S. TRUSTEE  
300 BOOTH STREET, RM. 3009  
RENO, NV 89509-1362

I.R.S.-BK. PHILADELPHIA  
PO BOX 7346  
PHILADELPHIA, PA 19101-7346

WASHOE COUNTY TREASURER  
PO BOX 30039  
RENO, NV 89520-3039

NV DEPT OF TAXATION  
BANKRUPTCY DIVISION  
4600 KIETZKE LANE  
SUITE L-235  
RENO, NV 89502

A CUTTING EDGE GLASS & MIRROR, INC.  
4200 WEST RUSSELL ROAD, STE. 106  
LAS VEGAS, NV 89118

ACE PROTECTION SERVICES, INC.  
1610 W. OAKLEY BLVD.  
LAS VEGAS, NV 89102

ADT SECURITY SERVICES  
P.O. BOX 371956  
PITTSBURGH, PA 15250-7956

ADVANCED OFFICE & JANITORIAL  
3261 S. HIGHLAND DRIVE, #603  
LAS VEGAS, NV 89109

AFFORDABLE FLOORING & MORE, LLC  
3560 POLARIS AVENUE  
LAS VEGAS, NV 89103

AKZO NOBEL PAINTS, LLC  
P.O. BOX 100145  
PASADENA, CA 91189-0145

AL'S PLUMBING SEWER & DRAIN  
1515 INDUSTRIAL ROAD  
LAS VEGAS, NV 89102

ALLIED FLOORING SERVICES, INC.  
1565 WEST BROOKS AVENUE  
NORTH LAS VEGAS, NV 89032

APARTMENT FINDER  
P.O. BOX 935080  
ATLANTA, GA 31193

APARTMENTSMART.COM, INC.  
1813 SWEETBAY DRIVE, #9  
SALISBURY, MD 21804

APPLIANCE PARTS COMPANY  
6825 S. KYRENE ROAD  
TEMPE, AZ 85283

APPLIANCE PARTS COMPANY  
2001 WESTERN AVENUE  
LAS VEGAS, NV 89102

ARCTIC SUN LTD. DBA  
CODE RED EMERGENCY  
7065 W. ANN RD., STE. 130-540  
LAS VEGAS, NV 89130

BAHNNNA BATTERY  
1235 N. NELLIS BLVD., M-1  
LAS VEGAS, NV 89110

CERTIFIED FIRE PROTECTION, INC  
3400 W. DESERT INN RD, #20  
LAS VEGAS, NV 89102

CHEROKEE BLIND AND DOOR  
4350 SOUTH ARVILLE STREET  
LAS VEGAS, NV 89103

CLARK COUNTY COMMUNITY  
RESIDENTIAL MGMT. DIV.  
500 GRAND CENTRAL PKWY, 5TH FL  
LAS VEGAS, NV 89102

CLASSIC DESIGN GROUP CDG, LLC  
600 CERVANTES  
HENDERSON, NV 89014

CONSUMER SOURCE, INC.  
P.O. BOX 402039  
ATLANTA, GA 30384

COOKIES CLEANING SERVICE  
1809 BELMONT STREET  
NORTH LAS VEGAS, NV 89030

CUSTOM FURNITURE RENTAL  
273 S. MARTIN LUTHER KING  
LAS VEGAS, NV 89106

DJB GAS SERVICES, INC.  
P.O. BOX 1811  
SALT LAKE CITY, UT 84110-1811

DUNN EDWARDS CORPORATION  
P.O. BOX 30389  
LOS ANGELES, CA 90030-0389

EA PROFESSIONAL JANITORIAL SERVICES  
5269 S BURNHAM AVE  
LAS VEGAS, NV 89119

ECONOMY SERVICES, INC.  
P.O. BOX 370422  
LAS VEGAS, NV 89137

EL MERCADO, LLC  
9454 WILSHIRE BLVD., #711  
BEVERLY HILLS, CA 90212

ESCALERA LANDSCAPING, INC.  
3015 COOPER CREEK DRIVE  
HENDERSON, NV 89074



FIRE-N-ICE HEATING AND AIR CONDITIONING  
2324 SOUTH HIGHLAND DRIVE  
LAS VEGAS, NV 89102

FOR RENT MEDIA SOLUTIONS  
P.O. BOX 209066  
DALLAS, TX 75320-9066

FRAZEE INDUSTRIES, INC.  
DEPT. #2510  
LOS ANGELES, CA 90084-2510

G & R CARPET CLEANING  
216 SUMMIT CREEK AVE.  
NORTH LAS VEGAS, NV 89031

GALL & GALL COMPANY, INC.  
8555 NORTH DIXIE DRIVE  
DAYTON, OH 45414

GEEKAZOID & FRIENDS, INC.  
P.O. BOX 61061  
LAS VEGAS, NV 89160

GREATER LAS VEGAS APT. GUIDE  
P.O. BOX 402039  
ATLANTA, GA 30384-2039

HD SUPPLY FACILITIES MAINT  
P.O. BOX 509058  
SAN DIEGO, CA 92150-9058

HERNANDEZ SERVICES  
2721 ALCOA AVENUE  
LAS VEGAS, NV 89102

HOUSTON CONTRACTING CORP.  
7643 AVILA BEACH AVENUE  
LAS VEGAS, NV 89113

JEC MAINTENANCE  
5821 DANA ROGERS DRIVE  
LAS VEGAS, NV 89110

JOHNSTONE SUPPLY OF LAS VEGAS  
2319 WESTERN AVE.  
LAS VEGAS, NV 89102

LES OLSON COMPANY  
3244 S. 300 W.  
SALT LAKE CITY, UT 84115

LIMA'S GLASS  
2109 WENDEL AVENUE  
LAS VEGAS, NV 89101

MICHAEL RAGUSA PAINTING & DRYWALL  
2701 STRICHEN AVENUE  
HENDERSON, NV 89044

MIRACLE SOLUTIONS  
6313 DALBERGIA AVENUE  
LAS VEGAS, NV 89122

MR. ELECTRIC  
P.O. BOX 97402  
LAS VEGAS, NV 89193-7402

MULTIFAMILY INTERACTIVE CORP.  
1610 S. 31ST ST., STE. 200  
TEMPLE, TX 76504

MYNEWPLACE  
P.O. BOX 670209  
DALLAS, TX 75267-0209

NEIGHBORHOOD DEVELOPMENT  
COLLABORATIVE  
P.O. BOX 990  
COBB, CA 95426

NETWORK COMMUNICATIONS, INC.  
P.O. BOX 935080  
ATLANTA, GA 31193

NETWORK COMMUNICATIONS, INC.  
2305 NEWPOINT PARKWAY  
LAWRENCEVILLE, GA 30043

NEVADA CRYSTAL PREMIUM, LLC  
6185 S. VALLEY VIEW, STE. H  
LAS VEGAS, NV 89118

NEW AGE REGLAZING  
P.O. BOX 50176  
HENDERSON, NV 89016

ODOR MASTERS OF LAS VEGAS  
4616 W. SAHARA AVE., #178  
LAS VEGAS, NV 89102

POSTER COMPLIANCE  
3687 MT. DIABLO BLVD., STE. B100  
LAFAYETTE, CA 94549

PURQZ  
795 EAST 340 SOUTH, STE. 102  
AMERICAN FORK, UT 84003

REDESIGNING SURFACES, INC.  
2358 ECLIPTIC STREET  
HENDERSON, NV 89044

ROGER JERN, SPECIAL SERVICING  
PRUDENTIAL ASSET RESOURCES  
3560 LENNOX ROAD, STE. 1400  
ATLANTA, GA 30326

SEARS COMMERCIAL  
P.O. BOX 689134  
DES MOINES, IA 50368-9134

SHERWIN WILLIAMS CORP  
P.O. BOX 277499  
ATLANTA, GA 30384

SOLAR CONTRACT CARPET  
4280 WAGON TRAIL AVE., STE. C  
LAS VEGAS, NV 89118

STAPLES, INC.  
P.O. BOX 83689  
CHICAGO, IL 60690-3689

STAR GLASS & MIRRORS  
2256 LOSEE ROAD, BLDG. F  
NORTH LAS VEGAS, NV 89030

SUP III, INC.  
380 LINDEN STREET  
RENO, NV 89502

SURFACES  
2358 ECLIPTIC STREET  
HENDERSON, NV 89044

TANGERINE OFFICE SYSTEMS  
P.O. BOX 530266  
HENDERSON, NV 89053

WILMAR INDUSTRIES, INC.  
801 WEST BAY STREET  
JACKSONVILLE, FL 32204