

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Julian Depot Miami LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 46-1621637

| | | |
|---------------------|--|---|
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | <u>3704 Parsons Blvd</u> <u>Flushing, NY 11354-5836</u> Number, Street, City, State & ZIP Code | _____ |
| | <u>New York</u> County | _____ |
| | | Location of principal assets, if different from principal place of business |
| | | <u>13895 SW 28th St Homestead, FL 33033</u> Number, Street, City, State & ZIP Code |

5. Debtor's website (URL) _____

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Julian Depot Miami LLC
Name

Case number (if known) _____

7. Describe debtor's business
- A. Check one:
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above
- B. Check all that apply
- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
- 531190

8. Under which chapter of the Bankruptcy Code is the debtor filing?
- Check one:
- Chapter 7
 - Chapter 9
 - Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 - Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?
- No.
 Yes.
- If more than 2 cases, attach a separate list.
- | | | | |
|----------------|------------|-------------------|--|
| District _____ | When _____ | Case number _____ | |
| District _____ | When _____ | Case number _____ | |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- No.
 Yes.
- List all cases. If more than 1, attach a separate list
- | | | | |
|------------------------------|---------------------|---------------------------------------|--|
| Debtor <u>HS 45 John LLC</u> | Relationship _____ | Affiliate _____ | |
| District <u>Southern</u> | When <u>2/20/15</u> | Case number, if known <u>15-10368</u> | |

Debtor Julian Depot Miami LLC
Name

Case number (if known) _____

11. Why is the case filed in this district? *Check all that apply:*
- Debtor has had its domicile, 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.
 - A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? *(Check all that apply.)*
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other _____
- Where is the property? _____
Number, Street, City, State & ZIP Code
- Is the property insured?
- No
 - Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Julian Depot Miami LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

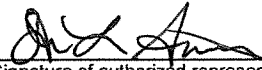
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

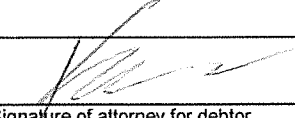
Executed on October 23, 2017
MM / DD / YYYY

X 
Signature of authorized representative of debtor

David L. Smith
Printed name

Title Manager

18. Signature of attorney

X 
Signature of attorney for debtor

Date October 23, 2017
MM / DD / YYYY

Kevin J. Nash
Printed name

Goldberg Weprin Finkel Goldstein LLP
Firm name

1501 Broadway 22nd Floor
New York, NY 10036
Number, Street, City, State & ZIP Code

Contact phone (212) 221-5700 Email address knash@gwfglaw.com

Bar number and State _____

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re: Chapter 11

JULIAN DEPOT MIAMI, LLC, Case No.

Debtor.

-----X

**DEBTOR'S DECLARATION
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

David L. Smith declares the following under penalties of perjury pursuant to 28 U.S.C. § 1746:

1. I am the manager of Julian Depot Miami, LLC (the "Debtor") and as such I am fully familiar with the facts and circumstances set forth below.

2. I respectfully submit this Declaration in accordance with Local Bankruptcy Rule 1007-2 in support of the Debtor's filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code.

3. The purpose of this Declaration is to provide information regarding the Debtor's business, the circumstances prompting the Chapter 11 filing, the Debtor's assets and capital structure, and the Debtor's strategies for reorganization.

The Debtor's Assets and Business

4. The Debtor is a New York based Florida limited liability company, with its business offices located in Queens, New York. The Debtor's principals are affiliated with the prior Chapter 11 case of HS 45 John LLC (Case No. 15-10368-shl) (HS 45 John). Given the

affiliated equity ownership, this Chapter 11 case is being filed as a related matter to the HS 45 John case.

5. The Debtor is a real estate company which owns certain commercial property located at 13895 SW 28th Street, Homestead, FL (the “Property”). The Property is subject to a certain ground lease dated December 20, 2016 (the “Ground Lease”) with Home Depot U.S.A., Inc. (“Home Depot”) as tenant.

6. The Debtor purchased the Property in 2012. At the time of the Debtor’s acquisition, the Property was improved by a Home Depot retail center and related facilities.

7. Typical of ground leases of this type, all improvements constructed on the Property comprising the so-called “Big Box” retail center belong to the Debtor pursuant to Section 3.2(c) of the Ground Lease, which provides, in relevant part:

Upon the expiration of the Term, Tenant shall surrender to Landlord the Premises and all improvements and fixtures thereon, including, without limitation, the Retail Building, the Parking Field, the Access Drives, and the Signage (as such terms are hereinafter defined) and any other associated improvements (collectively, the “Improvements”), in their then existing condition free and clear of all liens created by Tenant

Circumstances Leading to the Chapter 11 Filing

8. The Home Depot retail center suffered a major fire loss in 2014, which led to the demolition of the entire building.

9. Pursuant to the Ground Lease, Home Depot is required to rebuild the retail center to its original condition within a period of two years, utilizing existing insurance proceeds and other funds.

10. Although Home Depot continues to pay rent, it has not rebuilt the retail center as required by Section 10.1 of the Ground Lease, rendering the Property effectively vacant.

11. Home Depot's failure to rebuild the retail center violates the Ground Lease and has led to litigation between the Debtor and Home Depot, now pending in the Florida federal court (the "Home Depot Litigation"). In the Home Depot Litigation, the Debtor seeks a Declaratory Judgment finding that Home Depot is obligated to rebuild the retail center, plus recovery of all related damages for breach of contract.

12. During the current stalemate with Home Depot, the Debtor's existing mortgage with U.S. Bank N.A. as successor in interest to JP Mortgage Chase Bank, N.A. (the "Lender") has matured according to its original term on August 8, 2017. Accordingly, the principal balance of approximately \$13.2 million is now due and owing.

13. Normally, the Debtor would be eligible to refinance the existing mortgage debt at maturity. However, the Debtor cannot obtain refinancing until such time as the retail center is rebuilt by Home Depot. Under current underwriting criteria, major lenders will not issue a mortgage to the Debtor without a structure having been built on the Property.

14. Because Home Depot refuses to rebuild, the Debtor is now being squeezed at both ends, particularly since the Lender has now instituted a foreclosure action based upon the maturity default.

Reorganization Strategy

15. Faced with this conundrum, the Debtor has opted to file for Chapter 11 relief, with the intention of staying the foreclosure action and simultaneously seeking to remove the Home Depot Litigation to the Bankruptcy Court so that all matters can be heard in a consolidated forum.

16. The Debtor intends to proceed as expeditiously as possible to obtain a resolution of the Home Depot Litigation in bankruptcy following removal so that the Debtor can

refinance or restructure the underlying mortgage without the accrual of runaway default interest or other charges.

17. The Property performed admirably prior to the fire and ensuing litigation, and can perform admirably again once the rights of the parties are resolved or adjudicated.

Local Rule Declarations

18. Pursuant to Local Rule 1007-2(a)(3), no committees were formed prior to the filing of the Debtor's Petition.

19. Pursuant to Local Rule 1007-2(a)(4), a list containing the names and addresses of the creditors holding the twenty (20) largest unsecured claims against the Debtor is attached to the Petition.

20. The Debtor has only one secured creditor, U.S. Bank, which holds a first mortgage in the principal amount of approximately \$13,200,000, as reflected above.

21. Pursuant to Local Rule 1007-2(a)(6), the assets and liabilities of the Debtor are set forth in the Schedules.

22. Pursuant to Local Rule 1007-2(a)(7), a list of equity holders is attached to the Petition.

23. Pursuant to Local Rule 1007-2(a)(8), none of the Debtor's property is in the possession or custody of any third party.


24. Pursuant to Local Rule 1007-2(a)(9), the Debtor is the 100% owner in fee simple of the Property.

25. Pursuant to Local Rule 1007-2(a)(10), all of the Debtor's books and records are maintained at the Debtor's principal offices located at 3704 Parsons Boulevard, Flushing, New York.

26. Pursuant to Local Rule 1007-2(a)(11), a list of all pending lawsuits is attached to the Petition.

27. Pursuant to Local Rule 1007-2(b), the Debtor has no employees. The Debtor anticipates receiving continued rent payments from Home Depot, which shall be deposited into a DIP account, pending negotiation of a cash collateral stipulation. Under the Ground Lease, Home Depot is responsible for the payment of all real estate taxes and insurance.

Dated: New York, NY
October 23, 2017



David L. Smith, Manager

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re:

Chapter 11

JULIAN DEPOT MIAMI, LLC

Case No.

Debtor.
-----x

LIMITED LIABILITY COMPANY RESOLUTION

At a special meeting of the members of JULIAN DEPOT MIAMI, LLC (the "Company") held on October 23, 2017 and after motion duly made, seconded and unanimously carried, it was:

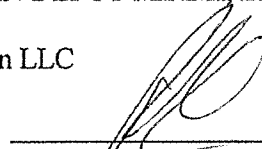
RESOLVED, that David L. Smith, is approved as manager of the Company, and in this capacity, David L. Smith is authorized to execute a bankruptcy petition under Chapter 11 of the United States Bankruptcy Code on behalf of the Company and to cause the filing thereof on behalf of the Company; and it is further

RESOLVED, that the Company is authorized to retain the law firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP, as bankruptcy counsel for the purpose of prosecuting the Chapter 11 petition on its behalf.

Dated: New York, New York
October 23, 2017

JULIAN DEPOT MIAMI, LLC

Rohann LLC

By: _____


The Wildacre LLC

By: _____


UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re:

Chapter 11

JULIAN DEPOT MIAMI, LLC,

Case No.

Debtor.

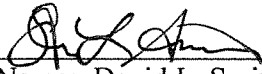
-----x

EQUITY INTEREST HOLDERS

| | |
|------------------|-----|
| Rohann LLC | 50% |
| The Wildacre LLC | 50% |

Dated: New York, New York
October 23, 2017

JULIAN DEPOT MIAMI, LLC

By: 
Name: David L. Smith
Title: Manager

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

JULIAN DEPOT MIAMI, LLC

Case No.


Debtor.
-----X

SCHEDULE OF LAWSUITS

1. Julian Depot Miami LLC v. Home Depot U.S.A., Inc.
United States District Court, Southern District of Florida
Case No. 1:17-cv-22475
Declaratory Judgment and Breach of Ground Lease
2. US Bank N.A. as Trustee v. Julian Depot Miami, LLC
Circuit Court for the 11th Judicial Circuit, Miami-Dade County, FL
Case No. 2017-023174-CA-01
Foreclosure Action

Dated: New York, New York
October 23, 2017

JULIAN DEPOT MIAMI, LLC

By: 
Name: David L. Smith
Title: Manager

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

JULIAN DEPOT MIAMI, LLC,

Case No.

Debtor.
-----X

RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, HS 45 John LLC certifies that it is a private non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

Dated: New York, New York
October 23, 2017

JULIAN DEPOT MIAMI, LLC

By:



Name: David L. Smith

Title: Manager

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC
 United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION
 Case number (if known): _____

Check if this is an amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Home Depot U.S.C. Inc. Vice President Real Estate Law Group 2455 Paces Ferry Rd SE Bldg C-20 Atlanta, GA 30339-1834 | | | Unliquidated Disputed | | | \$0.00 |
| Integra Realty Resources 9155 S Dadeland Blvd Ste 1208 Miami, FL 33156-2739 | | | | | | \$3,500.00 |
| Marc Birnbaum, Esq. 1041 Ives Dairy Rd Ste 238 Miami, FL 33179-2539 | | Legal | | | | \$2,500.00 |
| Waldman Barnett P.L. 3250 Mary St Ste 102 Coconut Grove, FL 33133-5232 | | Legal | | | | \$22,339.57 |

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.



Declaration and signature

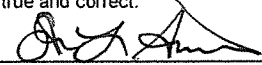
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 23, 2017

X 
Signature of individual signing on behalf of debtor

David L. Smith
Printed name

Manager
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC
 United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION
 Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B
Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts (*Identify all*)

| Name of institution (bank or brokerage firm) | Type of account | Last 4 digits of account number | Current value of debtor's interest |
|--|-------------------|---------------------------------|------------------------------------|
| 3.1. <u>JP Morgan Chase Bank N.A.</u> | <u>Checking</u> | <u>7990</u> | <u>\$316,737.88</u> |
| 3.2. <u>JP Morgan Chase Bank N.A.</u> | <u>Savings</u> | <u>5625</u> | <u>\$150,029.56</u> |
| 3.3. <u>JP Morgan Chase Bank N.A.</u> | <u>Investment</u> | <u>0394</u> | <u>\$1,089,573.30</u> |

4. Other cash equivalents (*Identify all*)

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,556,340.74

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.

Debtor Julian Depot Miami LLC Case number (if known) _____
 Name

Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

No. Go to Part 6.
 Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.
 Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.
 Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

No. Go to Part 9.
 Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

No. Go to Part 10.
 Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

| Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available). | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|---|--------------------------------------|
| 55.1. 13895 SW 28th St, Homestead, FL 33033 | Fee Simple | \$16,000,000.00 | | \$16,000,000 assuming reconstruction |

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$16,000,000

Debtor Julian Depot Miami LLC Case number (if known) _____
 Name

57. Is a depreciation schedule available for any of the property listed in Part 9?
 No
 Yes
58. Has any of the property listed in Part 9 been appraised by a professional within the last year?
 No
 Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
 Yes Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|---|---|------------------------------------|
| 60. Patents, copyrights, trademarks, and trade secrets | | | |
| 61. Internet domain names and websites | | | |
| 62. Licenses, franchises, and royalties | | | |
| 63. Customer lists, mailing lists, or other compilations | | | |
| 64. Other intangibles, or intellectual property Litigation claim against Home Depot U.S.A., Inc. for breach of ground lease and declaratory judgment | unknown | | unknown |

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

| |
|--------|
| \$0.00 |
|--------|

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?
 No
 Yes
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?
 No
 Yes
69. Has any of the property listed in Part 10 been appraised by a professional within the last year?
 No
 Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
 Yes Fill in the information below.

Debtor Julian Depot Miami LLC Case number (if known) _____
 Name _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | <u>\$1,556,340.74</u> | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | <u>\$0.00</u> | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | <u>\$0.00</u> | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | <u>\$0.00</u> | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | <u>\$0.00</u> | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | <u>\$0.00</u> | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | <u>\$0.00</u> | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | <u>\$0.00</u> | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | <u>\$16,000,000.00</u> |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | <u>\$0.00</u> | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + <u>\$0.00</u> | |
| 91. Total. Add lines 80 through 90 for each column | <u>\$1,556,340.74</u> | + 91b. <u>\$16,000,000.00</u> |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | <u>\$17,556,340.74</u> |

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

| | Column A | Column B |
|---|--|--|
| | Amount of claim | Value of collateral that supports this claim |
| | Do not deduct the value of collateral. | |
| 2.1 US Bank N.A. as Trustee Creditor's Name c/o Wells Fargo Bank, N.A. Commercial Mo 1901 Harrison St Fl 2 Oakland, CA 94612-3574 Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien 13895 SW 28th St, Homestead, FL 33033 Describe the lien <u>Mortgage</u> Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed | \$13,200,000.00 \$16,000,000.00 |

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. \$13,200,000.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

| Name and address | On which line in Part 1 did you enter the related creditor? | Last 4 digits of account number for this entity |
|---|---|---|
| LNR Partners, LLC 1601 Washington Ave # 800 Miami Beach, FL 33139-3165 | Line <u>2.1</u> | |
| Woodbury, Santiago & Correoso PA 9100 S Dadeland Blvd Ste 1702 Miami, FL 33156-7817 | Line <u>2.1</u> | |

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.

Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim Priority amount

| | | | | |
|---|---|--|---------------|---------------|
| 2.1 | Priority creditor's name and mailing address Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed | <u>\$0.00</u> | <u>\$0.00</u> |
| Date or dates debt was incurred _____ | | Basis for the claim: _____ | | |
| Last 4 digits of account number _____ | | Is the claim subject to offset? | | |
| Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | | <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

| | | | | |
|---|--|--|----------------|---------------|
| 2.2 | Priority creditor's name and mailing address Miami-Dade County Tax Collector Bankruptcy Paralegal Unit 200 NW 2nd Ave Ste 430 Miami, FL 33128-1735 | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed | <u>unknown</u> | <u>\$0.00</u> |
| Date or dates debt was incurred _____ | | Basis for the claim: _____ | | |
| Last 4 digits of account number _____ | | Is the claim subject to offset? | | |
| Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | | <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | | |

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

Debtor Julian Depot Miami LLC Case number (if known) _____
Name

3.1 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. unknown
 Home Depot U.S.C. Inc. Contingent
 Vice President Real Estate Law Group Unliquidated
 2455 Paces Ferry Rd SE Bldg C-20 Disputed
 Atlanta, GA 30339-1834
 Date(s) debt was incurred: _____ Basis for the claim: _____
 Last 4 digits of account number: _____ Is the claim subject to offset? No Yes

3.2 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$3,500.00
 Integra Realty Resources Contingent
 9155 S Dadeland Blvd Ste 1208 Unliquidated
 Miami, FL 33156-2739 Disputed
 Date(s) debt was incurred: _____ Basis for the claim: _____
 Last 4 digits of account number: _____ Is the claim subject to offset? No Yes

3.3 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$2,500.00
 Marc Birnbaum, Esq. Contingent
 1041 Ives Dairy Rd Ste 238 Unliquidated
 Miami, FL 33179-2539 Disputed
 Date(s) debt was incurred: _____ Basis for the claim: _____
 Last 4 digits of account number: _____ Is the claim subject to offset? No Yes

3.4 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$22,339.57
 Waldman Barnett P.L. Contingent
 3250 Mary St Ste 102 Unliquidated
 Coconut Grove, FL 33133-5232 Disputed
 Date(s) debt was incurred: _____ Basis for the claim: _____
 Last 4 digits of account number: _____ Is the claim subject to offset? No Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|--|--|---|
| 4.1 Gurley Vitale 601 S Osprey Ave Sarasota, FL 34236-7526 | Line <u>3.1</u> <input type="checkbox"/> Not listed. Explain _____ | — |
| 4.2 Home Depot U.S.A., Inc. Corporate Counsel - Real Estate 2455 Paces Ferry Rd SE Bldg C-20 Atlanta, GA 30339-1834 | Line <u>3.1</u> <input type="checkbox"/> Not listed. Explain _____ | — |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

| | | |
|---|----------|------------------|
| 5a. Total claims from Part 1 | 5a. \$ | <u>0.00</u> |
| 5b. Total claims from Part 2 | 5b. + \$ | <u>28,339.57</u> |
| 5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c. | 5c. \$ | <u>28,339.57</u> |

| Fill in this information to identify the case: | |
|--|--|
| Debtor name | <u>Julian Depot Miami LLC</u> |
| United States Bankruptcy Court for the: | <u>SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION</u> |
| Case number (if known) | _____ |

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?
- No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.
 - Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

| | | | |
|------|---|--|--|
| 2.1. | State what the contract or lease is for and the nature of the debtor's interest | Debtor is the holder of a ground lease dated December 20, 2016, as lessor. | |
| | State the term remaining | January 31, 2027 | Home Depot U.S.A., Inc. ViP Real Estate Law Group 2455 Paces Ferry Rd SE Bldg C-20 Atlanta, GA 30339-1834 |
| | List the contract number of any government contract | _____ | _____ |

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

| Name | Mailing Address | Name | <i>Check all schedules that apply:</i> |
|------------------------|-----------------|-------------------------|--|
| 2.1 Carve-out guaranty | | US Bank N.A. as Trustee | <input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |

Fill in this information to identify the case:

Debtor name Julian Depot Miami LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

| | |
|--|-------------------------|
| 1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B) | |
| 1a. Real property: Copy line 88 from <i>Schedule A/B</i> | \$ <u>16,000,000.00</u> |
| 1b. Total personal property: Copy line 91A from <i>Schedule A/B</i> | \$ <u>1,556,340.74</u> |
| 1c. Total of all property: Copy line 92 from <i>Schedule A/B</i> | \$ <u>17,556,340.74</u> |

Part 2: Summary of Liabilities

| | |
|---|-------------------------|
| 2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A Amount of claim, from line 3 of <i>Schedule D</i> | \$ <u>13,200,000.00</u> |
| 3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) | |
| 3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> | \$ <u>0.00</u> |
| 3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> | +\$ <u>28,339.57</u> |
| 4. Total liabilities Lines 2 + 3a + 3b | \$ <u>13,228,339.57</u> |

United States Bankruptcy Court
Southern District of New York, Manhattan Division

IN RE:

Case No. _____

Julian Depot Miami LLC

Chapter 11

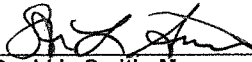
Debtor(s)

VERIFICATION OF CREDITOR MATRIX

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

Date: October 23, 2017

Signature: _____


David L. Smith, Manager

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

Gurley Vitale
601 S Osprey Ave
Sarasota, FL 34236-7526

Home Depot U.S.A., Inc.
Corporate Counsel - Real Estate
2455 Paces Ferry Rd SE Bldg C-20
Atlanta, GA 30339-1834

Home Depot U.S.A., Inc.
ViP Real Estate Law Group
2455 Paces Ferry Rd SE Bldg C-20
Atlanta, GA 30339-1834

Home Depot U.S.C. Inc.
Vice President Real Estate Law Group
2455 Paces Ferry Rd SE Bldg C-20
Atlanta, GA 30339-1834

Integra Realty Resources
9155 S Dadeland Blvd Ste 1208
Miami, FL 33156-2739

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

LNR Partners, LLC
1601 Washington Ave # 800
Miami Beach, FL 33139-3165

Marc Birnbaum, Esq.
1041 Ives Dairy Rd Ste 238
Miami, FL 33179-2539

Miami-Dade County Tax Collector
Bankruptcy Paralegal Unit
200 NW 2nd Ave Ste 430
Miami, FL 33128-1735

US Bank N.A. as Trustee
c/o Wells Fargo Bank, N.A. Commercial Mo
1901 Harrison St Fl 2
Oakland, CA 94612-3574

Waldman Barnett P.L.
3250 Mary St Ste 102
Coconut Grove, FL 33133-5232

Woodbury, Santiago & Correoso PA
9100 S Dadeland Blvd Ste 1702
Miami, FL 33156-7817