

United States Bankruptcy Court

Western District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Successor Borrower Services, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-5005141	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): 1231 Delaware Avenue Buffalo, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 14209	ZIP Code
County of Residence or of the Principal Place of Business: Erie	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

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

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors <table style="width:100%;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>	<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	
<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		
Estimated Assets <table style="width:100%;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<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	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <table style="width:100%;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<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	
<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		

Voluntary Petition

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

Name of Debtor(s):

Successor Borrower Services, LLC**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

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

Name of Debtor:

Case Number:

Date Filed:

- None -

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

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

Exhibit B

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

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

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

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

☒ No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):

Successor Borrower Services, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X **/s/ Daniel F. Brown** _____
Signature of Attorney for Debtor(s)

Daniel F. Brown _____
Printed Name of Attorney for Debtor(s)

Damon Morey LLP _____
Firm Name

The Avant Building, Suite 1200
200 Delaware Avenue
Buffalo, NY 14202-2150

Address

(716) 856-5500 Fax: (716) 856-5510 _____
Telephone Number

July 29, 2009 _____
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X **/s/ Gregory A. Stranger** _____
Signature of Authorized Individual

Gregory A. Stranger _____
Printed Name of Authorized Individual

Manager _____
Title of Authorized Individual

July 29, 2009 _____
Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

ACTION
OF
MEMBERS
OF
SUCCESSOR BORROWER SERVICES, LLC

THE UNDERSIGNED, being a majority of the members of SUCCESSOR BORROWER SERVICES, LLC, a Delaware limited liability company (the "Company"), do hereby waive notice to the holding of a meeting, take the following actions, and adopt the following resolutions by written consent pursuant to Section 18-302 of the Limited Liability Company Act of the State of Delaware.

NOW, THEREFORE, BE IT

RESOLVED, that the filing by the Company of a petition for relief under Chapter 11 of Title 11, United States Code, 11 U.S. Section 101, *et seq.* (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Western District of New York be, and it hereby is, authorized and approved;

RESOLVED FURTHER, that the manager of the Company is authorized and empowered to execute on behalf of the Company a petition for relief (the "Chapter 11 Filing") under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy court for the Western District of New York, and any affidavits, forms, schedules, applications or any other pleadings or documents which are necessary or appropriate;

RESOLVED FURTHER, that the Company is authorized to retain Damon Morey, LLP ("Damon Morey") as its General Counsel, in connection with its Chapter 11 Filing, upon the terms and conditions set forth in Damon Morey's July 16, 2009 retainer letter;

RESOLVED FURTHER, that the manager of the Company is authorized to retain on behalf of the Company such other professionals as he deems necessary or appropriate, upon such terms and conditions as he shall approve, to render services to the Company in connection with such Chapter 11 Filing and with respect to other related matters in connection therewith;

RESOLVED FURTHER, that the manager of the Company be, and hereby is, authorized and empowered to open Debtor-in-Possession bank accounts with M&T Bank;

RESOLVED FURTHER, that the manager of the Company is authorized and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER, that all actions taken by the manager of the Company or any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed and approved;


RESOLVED FURTHER, that the manager of the Company be, and hereby is, authorized and empowered to do or cause to be done all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, in the name and on behalf of the Company or otherwise, as he may deem necessary, advisable or appropriate to effectuate or fulfill the purposes and intent of the foregoing resolutions; and

RESOLVED FURTHER, that this resolution shall constitute the minutes of the meeting of the members of the Company.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this consent, which may be signed in one or more counterparts, which taken together shall constitute one document, as of this 16th day of July, 2009.

THE STRANGER FAMILY 2003 TRUST

By: 
Gregory Stranger, Co-Trustee

By: 
Coralie Stranger, Co-Trustee

SBS: CHAPTER 11 RESOLUTIONS
#1350381

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

SUCCESSOR BORROWER SERVICES, LLC,

Case No.: 09-

Debtor.

**A BRIEF DESCRIPTION OF THE DEBTOR'S BUSINESS,
THE TERMS USED IN DEBTOR'S SCHEDULES AND THE
DEBTOR'S STATUS AS A SMALL BUSINESS DEBTOR**

Pursuant to 28 U.S.C. Section 1746, Gregory A. Stranger declares, under penalty of perjury, that the following is true and correct to the best of declarant's knowledge, information and belief:

1. The Debtor is a Delaware limited liability company, doing business in New York, which provides and maintains Successor Borrower entities related to commercial Real Estate loan defeasance transactions.

2. Commercial real estate mortgage debt is generally broken down into two basic categories: (1) loans to be securitized ("Commercial Mortgage Backed Securities" or "CMBS securitization") and (2) portfolio loans. Portfolio loans are originated by a lender and held on its balance sheet until prepayment or maturity.

3. Loans originated to be securitized are typically packaged by the lender into a CMBS securitization. In a CMBS securitization, many single mortgage loans of varying size, property type and location are pooled and transferred from the originating lender to a trust. The trust issues a series of bonds that may vary in yield, duration and payment priority. Nationally recognized rating agencies then assign credit ratings to the various bond classes ranging from investment grade to below investment grade and an unrated class which is subordinate to the

lowest rated bond class. If any mortgage loan defaults, losses are allocated to the lowest rated bonds and recoveries are credited to the senior-level investment-grade bonds.

4. The typical structure for the securitization of commercial real estate loans is a real estate mortgage investment conduit ("REMIC"). A REMIC is a creation of the tax law that allows the trust to be a pass-through entity which is not subject to tax at the trust level. Prior to 2008 CMBS had grown rapidly in part because the proceeds and loan terms for borrowers were better than what was available from other lending sources. The multi-tranche nature of the CMBS structure enables these better terms and proceeds because it was believed that the structure made the bonds backed by the pool of loans worth more than the sum of the value of the whole loans.

5. The loans originated by CMBS lenders are typically due five, seven or ten years after origination, but amortized over longer periods (or not amortized at all), such that there is a large balloon payment (typically 80-90+% of the original balance) due at loan maturity. Although CMBS loans do not typically allow prepayment upon the demand of the borrower, there are typically windows three to six months before the loan maturity when the borrower can prepay the loan without any penalty or special process.

6. Borrowers selling their property or refinancing may need to prepay their loan and release their property from the mortgage related to the original CMBS loan. Outright prepayment is typically forbidden or prohibitively expensive under the loan documents. Depending on the language in the loan documents, certain CMBS loans may be prepaid (and the mortgage released) either through the payment of substantial "Yield Maintenance Fees" or similar prepayment penalties, or through the substitution of collateral via a defeasance.

7. Defeasance is a substitution of collateral via a process through which the original borrower and the loan's original collateral (the real property) are released from the obligations associated with the original loan. A portfolio of fixed income securities (most often U.S. government bonds) ("defeasance collateral") is purchased by the original borrower (with proceeds from the property sale or refinance) to serve as replacement collateral to secure the loan and to generate the cash flows required to repay the loan through the loan maturity.

8. In a defeasance transaction, a new special purpose entity ("SPE") is created to assume the role of the original borrower. The original borrower assigns the defeasance collateral to this new entity (the "Successor Borrower"), which simultaneously assumes the original loan (along with all the rights and obligations therein) and steps into the role of the original borrower. Concurrent with this assignment and assumption, the mortgage on the real property is released and the original borrower and the originally mortgaged property are severed from any relation to the original loan.

9. On larger loans and with particular lenders' agents or "servicers", the Successor Borrower is typically required to enter into an "Indemnity Agreement" with the Trustee of the REMIC holding the loan to be defeased, agreeing to indemnify it in the event of any default in payment by the SPE. Unless and until an SPE fails to make required payments, any obligations under an Indemnity Agreement are contingent and unliquidated.

10. Additionally, Successor Borrower Services, LLC ("SBS") often negotiated a relationship with the original borrower at the time of the SPE's formation for the sharing of any "Residual Value" remaining in the SPE (the "Residual Value Sharing Agreement"), if any, after the defeased loan is fully repaid and after any maintenance or other specified costs are first recovered by SBS. The Residual Value in the SPE can come from the combination of interest

earned over time in the SPE custodial account and the amount of any income realized by the SPE upon prepayment (if any) of the loan. If prepayment is possible, the remaining Residual Value may be substantial.

11. Because the interest earned on miscellaneous cash balances changes daily, that portion of the potential Residual Value remaining in the SPEs is unliquidated and not susceptible to calculation until the miscellaneous interest income is realized. Because the values of the securities owned by the SPE's fluctuate daily due to ordinary market changes, the amount of any potential Residual Value remaining in the SPEs related to a loan prepayment is unliquidated and not possible to calculate until the time that a defeased loan is prepaid. Moreover, by the terms of the Residual Value Sharing Agreements with original obligors, any obligation to make any Residual Value payment to the original borrower or other party is contingent. If the eventual Residual Value realized by an SPE is insufficient to fully pay the costs and fees due to SBS under the terms of its Services Agreement, then SBS has no obligation to make any Residual Value payment to the original obligor.

12. For the foregoing reasons, because the bulk of the Debtor's potential obligations are contingent and unliquidated, the total of the Debtor's non-contingent liquidated debts is less than \$2,190,000.00. For that reason, the Debtor has classified itself in its Chapter 11 Petition as a small business Debtor.

Dated: Buffalo, New York
July 29, 2009

/s/ Gregory A. Stranger
Gregory A. Stranger, Manager
Successor Borrower Services, LLC

#1353944

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

SUCCESSOR BORROWER SERVICES, LLC,

Case No.: 09-

Debtor.

**DECLARATION OF GREGORY A. STRANGER REGARDING BALANCE
SHEET, STATEMENT OF OPERATIONS AND CASH FLOW STATEMENT**

Pursuant to 28 U.S.C. Section 1746, Gregory A. Stranger declares, under penalty of perjury, that the following is true and correct to the best of declarant's knowledge, information and belief:

1. I am the Manager of Successor Borrower Services, LLC, the debtor herein (the "Debtor").
2. The Debtor is a small business as defined in 11 U.S.C. §101(51D).
3. Pursuant to 11 U.S.C. §1116, a small business debtor is required to append to the voluntary petition "its most recent balance sheet, statement of operations, cash flow statement, and Federal income tax return."
4. The Debtor does not prepare monthly balance sheets or other financial information in the ordinary course of its business. Accordingly, none are available to be appended hereto.
5. Additionally, the Debtor has not filed its tax returns for 2006, 2007 or 2008, such that a Federal income tax return is not available to be appended hereto. The Debtor believes itself to have incurred losses during those years in excess of its income, such that no taxes will be due on account of those returns.

6. The Debtor is working with its accountants, Kirisits and Associates, to prepare an updated financial statement and to prepare and to file tax returns. Once the financial statement and tax returns are prepared, the Debtor will file same with the Court.

Dated: Buffalo, New York
July 29, 2009

#1355252

/s/ Gregory A. Stranger
Gregory A. Stranger, Manager
Successor Borrower Services, LLC

United States Bankruptcy Court
Western District of New York

In re **Successor Borrower Services, LLC**

Debtor(s)

Case No. _____

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Lasalle Bank National Association Attn: Securities Trust Services Group CMBS 135 S. Lasalle Street, Ste 1625 Chicago, IL 60603	Lasalle Bank National Association Attn: Securities Trust Services Group CMBS Chicago, IL 60603	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	2,500,000.00
AST Defeasance Holdings, Inc. 6201 15th Ave Brooklyn, NY 11219	AST Defeasance Holdings, Inc. 6201 15th Ave Brooklyn, NY 11219	Indemnity Obligations Related to Ordinary Course Sale of Subsidiary SPEs (contingent, unliquidated)	Contingent Unliquidated	1,633,000.00
Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045	Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	1,500,000.00
Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103	Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103	Attorneys' fees - subject to setoff/cross claims (contingent, unliquidated)	Contingent Unliquidated Disputed	1,396,127.19
Birk S. McCandless, LLC c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032	Birk S. McCandless, LLC c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032	Defeasance Residual Value (contingent, unliquidated)	Contingent Unliquidated	510,000.00
DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 277 Park Avenue, 9th Floor New York, NY 10172	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 New York, NY 10172	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288	Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
U.S. Bank National Association c/o U.S. Bank Corporate Trust Services 60 Livingston Avenue Saint Paul, MN 55107	U.S. Bank National Association c/o U.S. Bank Corporate Trust Services 60 Livingston Avenue Saint Paul, MN 55107	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036	Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036	Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004	GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017	GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 277 Park Avenue, 9th Floor New York, NY 10172	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 New York, NY 10172	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179	Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179	Indemnity Agreement (contingent, unliquidated)	Contingent Unliquidated	500,000.00
SB Residual Funding LLC 942 W. 36th Street N Tulsa, OK 74127	SB Residual Funding LLC 942 W. 36th Street N Tulsa, OK 74127	Third Party Guarantor related to loan prepayments (unliquidated)		188,150.00
Morgan Partners, Inc. 321 High School Rd. NE Suite D3-#381 Bainbridge Island, WA 98110	Morgan Partners, Inc. 321 High School Rd. NE Suite D3-#381 Bainbridge Island, WA 98110	Defeasance Residual Value (unliquidated)	Unliquidated Disputed	125,000.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(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>
Mallard Pointe LLC 500 Elliot Ave West, Ste A Seattle, WA 98119	Mallard Pointe LLC 500 Elliot Ave West, Ste A Seattle, WA 98119	Defeasance Residual Value (contingent, unliquidated)	Contingent Unliquidated Disputed	110,000.00
McCandless Towers Phase I c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032	McCandless Towers Phase I c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032	Defeasance Residual Value (contingent, unliquidated)	Contingent Unliquidated	110,000.00
Collingwood HISD, LLC 1040 West Georgia St. Suite 1010 Vancouver, BC V6E4T6 CANADA	Collingwood HISD, LLC 1040 West Georgia St. Suite 1010 Vancouver, BC V6E4T6 CANADA	Defeasance Residual Value (contingent, unliquidated)	Contingent Unliquidated	105,000.00
Matteson Real Estate Equities, Inc. c/o The Matteson Companies One Lagoon Drive, Ste 202 Redwood City, CA 94065	Matteson Real Estate Equities, Inc. c/o The Matteson Companies One Lagoon Drive, Ste 202 Redwood City, CA 94065	Defeasance Residual Value (contingent, unliquidated)	Contingent Unliquidated	105,000.00

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

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

Date **July 29, 2009**Signature **/s/ Gregory A. Stranger**

Gregory A. Stranger
Manager

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

United States Bankruptcy Court
Western District of New York

In re **Successor Borrower Services, LLC**,
 Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	6	3,509,526.10		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		280,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		4.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	16		13,150,308.31	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		31			
Total Assets			3,509,526.10		
Total Liabilities				13,430,312.31	

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	-----------------------------------------	------------------------------------	--------------------------------------------------------------------------------------------------	-------------------------

None

Sub-Total >

0.00

(Total of this page)

Total >

0.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking account at Wells Fargo Bank N.A., P.O.Box 6995, Portland, OR 97228-6995, account number ending in 2595	-	0.00
		Checking account at Wells Fargo Bank N.A., P.O.Box 6995, Portland, OR 97228-6995, account number ending in 5231	-	335.58
		Checking account at Manufacturers and Traders Trust Company, One Fountain Plaza, Buffalo, NY 14203, account number ending in 4190	-	500.00
		Securities, futures and options account at Interactive Brokers, LLC, 209 South LaSalle Street, 10th Floor, Chicago, IL 60604, account number ending in 164	-	190.52
		Securities, futures and options account at Interactive Brokers, LLC, 209 South LaSalle Street, 10th Floor, Chicago, IL 60604, account number ending in 011 (account has negative balance)	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			

Sub-Total > **1,026.10**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

Case 1-09-13505 Doc 1 Filed 07/29/09 Entered 07/29/09 14:36:09 Desc Main

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
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.		100% ownership interest in SBS SB Holdings LLC, 1231 Delaware Avenue, Buffalo, NY 14209 and SBS SB Holdings LLC's subsidiaries (by virtue of the Debtor's membership interest in SBS SB Holdings LLC) (see attached listing at Attachment B-13).	-	2,300,000.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts receivable from 1625 N. Damen LLC	-	7,500.00
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.		Grid Note Loan to Capital Defeasance Group, LLC, including accrued interest	-	645,000.00

Sub-Total > **2,952,500.00**
(Total of this page)

Sheet **1** of **3** continuation sheets attached
to the Schedule of Personal Property

Case 1-09-13505 Doc 1 Filed 07/29/09 Entered 07/29/09 14:36:09 Desc Main

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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.		Counterclaim against Elizabeth Ross for breach of fiduciary duty, ultra vires actions and interference with the Debtor's business dealings and customers (Unliquidated)	-	346,000.00
		Claim against Interactive Brokers for incorrectly liquidating positions in Debtor's account and failure to execute trades causing losses to the Debtor (Unliquidated)	-	200,000.00
		Claim against Basin Street Properties for fraud and unjust enrichment (Unliquidated)	-	10,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			

Sub-Total > **556,000.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

Case 1-09-13505 Doc 1 Filed 07/29/09 Entered 07/29/09 14:36:09 Desc Main

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >0.00

(Total of this page)

Total >3,509,526.10

IN RE: SUCCESSOR BORROWER SERVICES, LLC

**Schedule B
Question 13**

Subsidiary name	Mailing Address	City	State	Zip	Type of entity	SBS interest	Type of interest
SBS SB Holdings LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC	100%	Membership

SBS SB Holdings LLC is the 100% owner of the following entities:

SBS ASC 1997-D4 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS BSCMS 2000-WF1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS BSCMS 2005-TOP20 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CAPCO 1998-D7 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CMAC 1999-C1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS COMM 1999-1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS COMM 2004-LNB2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 1998-C1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2003-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2003-CPN1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2004-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2004-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2005-C1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS CSFB 2005-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS DLJ 1999-CG2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS DLJ 2000-CKP1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS FULBA 1998-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS GECMC 2003-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS GECMC 2004-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS GMAC 2002-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC
SBS GMAC 2003-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC

IN RE: SUCCESSOR BORROWER SERVICES, LLC

**Schedule B
Question 13**

Subsidiary name	Mailing Address	City	State	Zip	Type of entity	SBS interest	Type of interest
SBS GMAC 2003-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS GMAC 2004-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS GSMS 2004-GG2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS GSMS 2005-GG4 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS JPMC 2000-C10 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS JPMC 2004 PNC-1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS JPMC 2005-LDP1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS JPMCCM 2003-PM1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS MSC 1999-FNV1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS MSC 2001-TOP3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS MSC 2004-HQ4 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS MSC 2005-TOP19 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS MSDWC 2002-TOP7 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS PNCMAC1999-CM1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS PSSF 1999-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS PSSF 2000-C1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS SBMS7 2001-C2 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS SBMSVII 2000-C3 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS SBMSVII 2001-C1 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS WBCMT 2005-C16 Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		
SBS WFPP Master Defeasance LLC	1231 Delaware Ave	Buffalo	NY	14209	Delaware LLC		

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

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	H U S B A N D	W I F E	J O I N T	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
		Husband, Wife, Joint, or Community							
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.		2009							
Butzel Long Tighe Patton, PLLC 1747 Pennsylvania Avenue N.W. Suite 300 Washington, DC 20006	-	Secured claim for attorneys' fees All personal property of the Debtor							
		Value \$ 5,320,738.30						95,000.00	0.00
Account No.		2009							
Moscone, Emblidge & Quadra, LLP 220 Montgomery Street, Ste 21000 San Francisco, CA 94104	-	Secured claim for attorneys' fees All personal property of the Debtor							
		Value \$ 5,320,738.30						185,000.00	0.00
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								280,000.00	0.00
Total (Report on Summary of Schedules)								280,000.00	0.00

0 continuation sheets attached

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

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

☐ **Extensions of credit in an involuntary case**

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

☐ **Wages, salaries, and commissions**

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

☐ **Contributions to employee benefit plans**

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

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

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

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

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

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

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

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

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Notice Purposes Only					
City of Reno P.O. Box 1900 Reno, NV 89505	-			X	X		1.00	0.00
							1.00	1.00
Account No.			Notice Purposes Only					
Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	-			X	X		1.00	0.00
							1.00	1.00
Account No.			Notice Purposes Only					
Nevada Department of Taxation 1550 College Parkway Carson City, NV 89706	-			X	X		1.00	0.00
							1.00	1.00
Account No.			Notice Purposes Only					
NYS Department of Taxation & Finance Bankruptcy Unit P.O. Box 5300 Albany, NY 12205	-			X	X		1.00	0.00
							1.00	1.00
Account No.								

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority ClaimsSubtotal
(Total of this page)0.00
4.00

Total

(Report on Summary of Schedules)

0.00
4.00

Case 1-09-13505 Doc 1 Filed 07/29/09 Entered 07/29/09 14:36:09 Desc Main

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. 115 East 21 Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119		-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Account No. 147 Realty Co., LLC c/o Waterside Corp. 1500 Broadway, Suite 900 New York, NY 10036		-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Account No. 2340 Valentine Avenue Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119		-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Account No. 241 Realty Co., LLC c/o Waterside Corp. 1500 Broadway, Suite 900 New York, NY 10036		-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Subtotal (Total of this page)							4.00

15 continuation sheets attached

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			2007				1.00
43-60 Baychester, LLC c/o Scott Eisenmesser 275 Madison Ave New York, NY 10016	-		Defeasance Residual Value (unliquidated)		X		
Account No.			2007				1.00
505 Front Street LLC 505 Front Street Lahaina, HI 96761	-		Defeasance Residual Value (contingent, unliquidated)	X	X	X	
Account No.			2007				1.00
63-94 Austin Realty, LLC One Penn Plaza, Suite 4000 New York, NY 10119	-		Defeasance Residual Value (contingent, unliquidated)		X		
Account No.			2007				1.00
94-06 34th Avenue Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119	-		Defeasance Residual Value (unliquidated)		X		
Account No.			2007				1.00
94-06 34th Road Realty Co., LLC 80 State Street Albany, NY 12207	-		Defeasance Residual Value (unliquidated)		X		
Sheet no. <u>1</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							5.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Adami, Lindsey & Company, LLP 1800 Teague Drive, Suite 306 Sherman, TX 75090	-				X		1.00
Account No.							
Aegis Properties Corporation 1525 East 53rd St. Chicago, IL 60615	-			X	X		1.00
Account No.							
Allen Pensy LLC 5 Seven Springs Road Monroe, NY 10950	-			X	X	X	1.00
Account No.							
AST Defeasance Holdings, Inc. 6201 15th Ave Brooklyn, NY 11219	-			X	X		1,633,000.00
Account No.							
Basin Street Properties 50 W. Liberty St, Ste 1090 Reno, NV 89501	-				X		600.00
Sheet no. <u>2</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,633,603.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W	J C				
Account No.							
Bayside Corporate Center c/o BAYCO Investment Co. 1091 Industrial Rd. Suite 215 San Carlos, CA 94070		-			X		20,000.00
Account No.							
Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179	X	-		X	X		500,000.00
Account No.							
Birk S. McCandless, LLC c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032		-		X	X		510,000.00
Account No.							
C.W. Clark Inc. 4180 La Jolla Village Drive, Suite 405 La Jolla, CA 92037		-		X	X		27,000.00
Account No.							
Clarkson Broad Street Investors 3100 University Blvd S. Suite 200 Jacksonville, FL 32216		-			X		1.00
Sheet no. <u>3</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,057,001.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
Clinton Property Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119	-		Defeasance Residual Value (unliquidated)		X		1.00
Account No.			2008				
Colleen Devries c/o National Corporate Research, Inc. 10 East 40th Street, 10th Floor New York, NY 10016	-		Indemnity Agreement (contingent, unliquidated)	X	X		1.00
Account No.			2008				
Collingwood HISD, LLC 1040 West Georgia St. Suite 1010 Vancouver, BC V6E4T6 CANADA	-		Defeasance Residual Value (contingent, unliquidated)	X	X		105,000.00
Account No.			2007				
Copelands' Properties LLC 911 Palm St San Luis Obispo, CA 93401	-		Defeasance Residual Value (contingent, unliquidated)	X	X		30,000.00
Account No.			2007				
Deerfield Luxury Townhomes, LLC 25 Philips Parkway Montvale, NJ 07645	-		Defeasance Residual Value (unliquidated)		X		1.00
Sheet no. 4 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							135,003.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Deluxe Corporation PO Box 742572 Cincinnati, OH 45274-2572		-	2009 Trade debt				129.61
Account No. DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 277 Park Avenue, 9th Floor New York, NY 10172	X	-	2007 Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No. DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 277 Park Avenue, 9th Floor New York, NY 10172	X	-	2007 Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No. Elat Properties, Inc. 1300 W Olympic Blvd, Ste 500 Los Angeles, CA 90015		-	2007 Defeasance Residual Value (contingent, unliquidated)	X	X		20,000.00
Account No. Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	X	-	2007 Expenses and disputed capital contribution - subject to setoff/cross claims (contingent, unliquidated)	X	X	X	100,319.00
Sheet no. <u>5</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,120,448.61

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017	X	-	2007 Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No.							
Gee-Aspora LLC 125 Henry St. San Francisco, CA 94114		-	2007 Defeasance Residual Value (unliquidated)		X	X	1.00
Account No.							
Greg Stranger 2000 5th Street South Naples, FL 34102		-	2006 Indemnification obligations (contingent, unliquidated)	X	X		1.00
Account No.							
GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004	X	-	2007 Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No.							
Hanken Cono Assad & Co., Inc. 5550 Baltimore Drive, 2nd Floor La Mesa, CA 91942		-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Sheet no. <u>6</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,000,003.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
Heller Realty 745 5th Ave. Suite 1250 New York, NY 10151	-		Defeasance Residual Value (unliquidated)		X		1.00
Account No.			2007				
Hynes Group 1571 Bellevue Ave., Suite 210 West Vancouver, BC V7V1A6 CANADA	-		Defeasance Residual Value (unliquidated)		X	X	11,000.00
Account No.			2008				
John Morrissey c/o National Corporate Research, Inc. 10 East 40th Street, 10th Floor New York, NY 10016	-		Indemnity Agreement (contingent, unliquidated)	X	X		1.00
Account No.			2007				
King's Manor Apartments, LLLP c/o Multi Properties, Inc. 7 Church Lane Baltimore, MD 21208	-		Defeasance Residual Value (contingent, unliquidated)	X	X	X	1.00
Account No.			2007				
Kingsbridge Realty Associates LLC 360 Central Ave Lawrence, NY 11559	-		Defeasance Residual Value (unliquidated)		X		1.00
Sheet no. <u>7</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							11,004.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
Kingston Place Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119	-		Defeasance Residual Value (unliquidated)		X		1.00
Account No.			2007				
Lasalle Bank National Association Attn: Securities Trust Services Group CMBS 135 S. Lasalle Street, Ste 1625 Chicago, IL 60603	X	-	Indemnity Agreement (contingent, unliquidated)	X	X		2,500,000.00
Account No.			2009				
Liberson & Wolford LLP 600 Market Street, 5th Floor San Francisco, CA 94104	X	-	Attorneys' fees (unliquidated)		X		25,000.00
Account No.			2007				
Mallard Pointe LLC 500 Elliot Ave West, Ste A Seattle, WA 98119	-		Defeasance Residual Value (contingent, unliquidated)	X	X	X	110,000.00
Account No.			2009				
Manufacturers and Traders Trust Company One Fountain Plaza Buffalo, NY 14203	-		Bank service fees		X		100.00
Sheet no. 8 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							2,635,101.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
Matteson Real Estate Equities, Inc. c/o The Matteson Companies One Lagoon Drive, Ste 202 Redwood City, CA 94065	-		Defeasance Residual Value (contingent, unliquidated)	X	X		105,000.00
Account No.			2007				
McCandless Towers Phase I c/o McCandless Management Corp. 750 University Ave, Ste 270 Los Gatos, CA 95032	-		Defeasance Residual Value (contingent, unliquidated)	X	X		110,000.00
Account No.			2007				
Morgan Partners, Inc. 321 High School Rd. NE Suite D3-#381 Bainbridge Island, WA 98110	-		Defeasance Residual Value (unliquidated)		X	X	125,000.00
Account No.			2007				
Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036	X -		Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No.			2008				
Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036	X -		Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Sheet no. 9 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,340,000.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103	X	-	Attorneys' fees - subject to setoff/cross claims (contingent, unliquidated)	X	X	X	1,396,127.19
Account No.			2007				
Mt. Arlington Development Limited Partnership 400 Valley Rd., Suite 501 Mount Arlington, NJ 07856	-	-	Defeasance Residual Value (contingent, unliquidated)	X	X	X	1.00
Account No.			2009				
National Corporate Research, Inc. 10 East 40th Street, 10th Floor New York, NY 10016	-	-	Registered agent and corporate filing services (contingent, unliquidated)		X	X	6,000.00
Account No.			2007				
Nicholas Renzi, III and Denise Renzi 712 New Albany Rd Moorestown, NJ 08057	-	-	Defeasance Residual Value (unliquidated)		X		1.00
Account No.			2007				
Olinville Realty LLC 360 Lawrence Ave Lawrence, NY 11559	-	-	Defeasance Residual Value (unliquidated)		X		1.00
Sheet no. 10 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,402,130.19

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007 Defeasance Residual Value (unliquidated)				1.00
Parkway Manufactured Housing Community 4040 Jacobsgaard Lane Camino, CA 95709	-			X			
Account No.			2007 Defeasance Residual Value (contingent, unliquidated)	X	X		1.00
Penny Developers Corporation 4377 Commercial Way, Suite 122 Spring Hill, FL 34606	-						
Account No.			2007 Defeasance Residual Value (unliquidated)				25,000.00
Quadrelle Realty Services One West Ave. Larchmont, NY 10538	-			X	X		
Account No.			2007 Defeasance Residual Value (contingent, unliquidated)	X	X		10,000.00
Realty Advisors, Inc. 22 East Washington St. Suite 312 Indianapolis, IN 46204	-						
Account No.			2007 Defeasance Residual Value (contingent, unliquidated)	X	X	X	1.00
Sacramento Land & Farming 1601 Response Rd. Suite 360 Sacramento, CA 95815	-						
Sheet no. <u>11</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			35,003.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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	
Account No.			2007 Defeasance Residual Value (unliquidated)				1.00	
Sanford Avenue Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119	-			X				
Account No.			2008 Third Party Guarantor related to loan prepayments (unliquidated)				188,150.00	
SB Residual Funding LLC 942 W. 36th Street N Tulsa, OK 74127	-							
Account No.			2007 Defeasance Residual Value (contingent, unliquidated)	X	X	X	20,000.00	
Stadium Properties 3151 Airways Ave., Suite H-3 Costa Mesa, CA 92926	-							
Account No.			2007 Defeasance Residual Value (contingent, unliquidated)	X	X		40,000.00	
Stout & Teague Company 1340 Old Chain Bridge Road, Suite 400 Mc Lean, VA 22101	-							
Account No.			2009 Defeasance Residual Value (contingent, unliquidated)	X	X		1.00	
Styles Holdings 3250 Mary Street, Suite #306 Miami, FL 33133	-							
Sheet no. <u>12</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	248,152.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
TCP Realty Services, LLC 1845 Woodall Rodgers Freeway Suite 1030 Dallas, TX 75201	-		Defeasance Residual Value (contingent, unliquidated)	X	X		1.00
Account No.			2007				
The McEmcy Company 2479 Bellevue Ave West Vancouver, BC V7V1E1 CANADA	-		Defeasance Residual Value (contingent, unliquidated)	X	X		1.00
Account No.			2007				
The Mercer I LLC c/o BD Hotels 871 Seventh Ave. New York, NY 10019	-		Defeasance Residual Value (contingent, unliquidated)	X	X		1.00
Account No.			2007				
Treger Management LLC 360 Central Ave Lawrence, NY 11559	-		Defeasance Residual Value (unliquidated)		X		1.00
Account No.			2007				
Tuscon Place Partners, LLC c/o Larsen Baker LLC 6298 East Grant Rd. #100 Tucson, AZ 85712	-		Defeasance Residual Value (unliquidated)		X	X	30,000.00
Sheet no. 13 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							30,004.00

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No.			2007				
U.S. Bank National Association c/o U.S. Bank Corporate Trust Services 60 Livingston Avenue Saint Paul, MN 55107		-	Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No.			2007				
Underhill Realty LLC 360 Lawrence Ave Lawrence, NY 11559		-	Defeasance Residual Value (contingent, unliquidated)		X		1.00
Account No.			2007				
Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288	X	-	Indemnity Agreement (contingent, unliquidated)	X	X		500,000.00
Account No.			2007				
Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045	X	-	Indemnity Agreement (contingent, unliquidated)	X	X		1,500,000.00
Account No.			2009				
Wells Fargo Bank, N.A. c/o WF Business Direct P.O. Box 348750 Sacramento, CA 95834		-	Credit card debt				2,793.51
Sheet no. 14 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							2,502,794.51
Subtotal (Total of this page)							2,502,794.51

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Wells Fargo Bank, N.A. P.O. Box 6995 Portland, OR 97228-6995	-	2009 Bank fees		X		50.00
Account No.						
West 50th Street Realty Co., LLC One Penn Plaza, Suite 4000 New York, NY 10119	-	2007 Defeasance Residual Value (unliquidated)		X		1.00
Account No.						
Winner Bros. Inc. 119 Kilough Ridge Drive Dawson, GA 30534	-	2007 Defeasance Residual Value (contingent, unliquidated)	X	X		1.00
Account No.						
Account No.						
Sheet no. 15 of 15 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						52.00
						Total (Report on Summary of Schedules)
						13,150,308.31

In re **Successor Borrower Services, LLC**

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. State whether lease is for nonresidential real property. State contract number of any government contract.
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Disputed contract with Elizabeth Ross regarding alleged profit sharing, ownership and indemnity agreements

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

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

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Capital Defeasance Group, LLC c/o Greg Stranger 2000 5th Street South Naples, FL 34102	Liberson & Wolford LLP 600 Market Street, 5th Floor San Francisco, CA 94104
Capital Defeasance Group, LLC c/o Greg Stranger 2000 5th Street South Naples, FL 34102	Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103
Capital Defeasance Group, LLC c/o Greg Stranger 2000 5th Street South Naples, FL 34102	Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 277 Park Avenue, 9th Floor New York, NY 10172
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 277 Park Avenue, 9th Floor New York, NY 10172
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036

In re Successor Borrower Services, LLC,
Debtor

Case No. _____

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045
Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945	Lasalle Bank National Association Attn: Securities Trust Services Group CMBS 135 S. Lasalle Street, Ste 1625 Chicago, IL 60603
Greg Stranger 2000 5th Street South Naples, FL 34102	GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004
Greg Stranger 2000 5th Street South Naples, FL 34102	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 277 Park Avenue, 9th Floor New York, NY 10172
Greg Stranger 2000 5th Street South Naples, FL 34102	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 277 Park Avenue, 9th Floor New York, NY 10172
Greg Stranger 2000 5th Street South Naples, FL 34102	GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017
Greg Stranger 2000 5th Street South Naples, FL 34102	Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179
Greg Stranger 2000 5th Street South Naples, FL 34102	Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036

In re **Successor Borrower Services, LLC**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Greg Stranger 2000 5th Street South Naples, FL 34102	Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036
Greg Stranger 2000 5th Street South Naples, FL 34102	Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288
Greg Stranger 2000 5th Street South Naples, FL 34102	Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045
Greg Stranger 2000 5th Street South Naples, FL 34102	Lasalle Bank National Association Attn: Securities Trust Services Group CMBS 135 S. Lasalle Street, Ste 1625 Chicago, IL 60603
Greg Stranger 2000 5th Street South Naples, FL 34102	Liberson & Wolford LLP 600 Market Street, 5th Floor San Francisco, CA 94104
Greg Stranger 2000 5th Street South Naples, FL 34102	Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103
Greg Stranger 2000 5th Street South Naples, FL 34102	Elizabeth Ross 190 Saddle Wood Drive Novato, CA 94945
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	GS Mortgage Securities Corporation II 85 Broad Street New York, NY 10004
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 1999-CG2 277 Park Avenue, 9th Floor New York, NY 10172
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	DLJ Commercial Mortgage Corp. Commercial Mortgage Pass-Through Certificates, Series 2000-CF1 277 Park Avenue, 9th Floor New York, NY 10172
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	GE Commercial Mortgage Corporation c/o General Electric Capital Corporation 125 Park Ave, 10th Floor New York, NY 10017

Sheet 2 of 3 continuation sheets attached to the Schedule of Codebtors

Case 1-09-13505 Doc 1 Filed 07/29/09 Entered 07/29/09 14:36:09 Desc Main

In re Successor Borrower Services, LLC,
Debtor

Case No. _____

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Bear Stears Commercial Mortgage Securities, Inc. 383 Madison Ave New York, NY 10179
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Morgan Stanley Capital I, Inc. 1585 Broadway New York, NY 10036
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Morgan Stanley Dean Witter Capital I, Inc. 1585 Broadway New York, NY 10036
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Wachovia Bank Commercial Mortgage Trust 301 South College Street Charlotte, NC 28288
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Wells Fargo Bank, N.A. Attn: Trust Services - CMBS 9062 Old Annapolis Rd. Columbia, MD 21045
SBS SB Holdings LLC 1231 Delaware Ave Buffalo, NY 14209	Lasalle Bank National Association Attn: Securities Trust Services Group CMBS 135 S. Lasalle Street, Ste 1625 Chicago, IL 60603
Stranger Family 2003 Trust Dated 12/31/2003 2000 5th Street South Naples, FL 34102	Morgan, Lewis & Bockius LLP 1701 Market Street Philadelphia, PA 19103

United States Bankruptcy Court
Western District of New York

In re **Successor Borrower Services, LLC**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **33** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **July 29, 2009**

Signature **/s/ Gregory A. Stranger**
Gregory A. Stranger
Manager

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

**United States Bankruptcy Court
Western District of New York**

In re **Successor Borrower Services, LLC**

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

☐

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

AMOUNT	SOURCE
\$10,918,565.00	2009 to date
\$20,360,976.00	2008
\$7,453,658.00	2007

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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. 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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Damon Morey LLP The Avant Building 200 Delaware Avenue, Suite 1200 Buffalo, NY 14202	7/15/09 in the amount of \$30,000.00 7/24/09 in the amount of \$1,039.00	\$31,039.00	\$0.00
Liberson & Wolford LLP 600 Market Street, 5th Floor San Francisco, CA 94104	5/20/09 in the amount of \$20,000.00 7/15/09 in the amount of \$16,767.50 7/23/09 in the amount of \$267.45 7/28/09 in the amount of \$1,439.47	\$28,474.42	\$25,000.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Greg Stranger 2000 5th Street South Naples, FL 34102 Debtor's Manager	See attached Exhibit SOFA 3(c).	\$347,194.84	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Elizabeth B. Ross vs. Gregory A. Stranger, Coralie K. Stranger, The Stranger Family 2003 Trust, Capital Defeasance Group, LLC, Successor Borrower Services, LLC and Does 1- 100, Case No. CV 083069	Civil	Superior Court of California, County of Marin	Pending
Morgan, Lewis & Bockius LLP vs. Greg Stranger, Capital Defeasance Group, Successor Borrower Services and Stranger Family 2003 Trust, Case No. CGC-08-481314	Civil	Superior Court of California, County of San Francisco	Pending

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---------------------------------------------------------------------	-----------------	--------------------------------------

5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------------------	------------------------------------------------------------------	--------------------------------------

6. Assignments and receiverships

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

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

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

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

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

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
Damon Morey LLP	7/15/09 in the amount of \$2,508.00	\$16,532.29
The Avant Building	7/24/09 in the amount of \$1,039.00	
200 Delaware Avenue, Suite 1200	7/28/09 in the amount of \$12,985.29	
Buffalo, NY 14202		

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
50 W. Liberty Street, Suite 1090, Reno, NV 89501	Successor Borrower Services, LLC	2006-February 2009

16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

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

- 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
SBS SB Holdings LLC	20-5005141	1231 Delaware Ave Buffalo, NY 14209	Holding Company 100% owner	10/16/06 to date

- 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
Kirisits and Associates
1231 Delaware Ave
Buffalo, NY 14209

DATES SERVICES RENDERED
2009

Danielle Foerschler
Keeping Books for You
1398 Pin Oak Dr.
Gardnerville, NV 89410

2007-2009

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

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

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

NAME
Kirisits and Associates

ADDRESS
1231 Delaware Ave
Buffalo, NY 14209

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

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---------------------------------------------------------------------

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---------------------------------------------------------

21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Stranger Family 2003 Trust Dated 12/31/2003 2000 5th Street South Naples, FL 34102		98% membership interest

NAME AND ADDRESS

Greg Stranger
2000 5th Street South
Naples, FL 34102

TITLE
Manager

NATURE AND PERCENTAGE
 OF STOCK OWNERSHIP

Michael Dickman
c/o Boston Consulting Group
Amaliegade 15
1256 Copenhagen K
DENMARK

2% membership interest

22 . Former partners, officers, directors and shareholders

None



a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None



b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or 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
See Exhibit SOFA 3(c)

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

Successor Borrower Services, LLC is the corporate parent. Its subsidiary and SPEs are a part of consolidated tax group for tax purposes.

TAXPAYER IDENTIFICATION NUMBER (EIN)

20-5005141

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 **July 29, 2009**

Signature **/s/ Gregory A. Stranger**
Gregory A. Stranger
Manager

[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

IN RE: SUCCESSOR BORROWER SERVICES, LLC

Statement of Financial Affairs Question 3(c)

Date	Creditor	Amount	Purpose
8/20/08	Greg Stranger	\$5,000.00	Compensation
9/2/08	Greg Stranger	\$25,000.00	Compensation
9/12/08	Greg Stranger	\$10,000.00	Compensation
9/26/08	Greg Stranger	\$5,000.00	Compensation
10/2/08	Greg Stranger	\$10,000.00	Compensation
10/6/08	Greg Stranger	\$965.00	Compensation
10/27/08	Greg Stranger	\$15,000.00	Compensation
11/4/08	Greg Stranger	\$1,500.00	Compensation
11/12/08	Greg Stranger	\$5,500.00	Compensation
11/12/08	Greg Stranger	\$5,500.00	Compensation
11/26/08	Greg Stranger	\$5,000.00	Compensation
12/4/08	Greg Stranger	\$6,000.00	Compensation
12/11/08	Greg Stranger	\$7,000.00	Compensation
12/15/08	Greg Stranger	\$7,500.00	Compensation
12/24/08	Greg Stranger	\$5,000.00	Indemnification - reimbursement for legal expenses
1/8/09	Greg Stranger	\$15,000.00	Indemnification - reimbursement for legal expenses
1/28/09	Greg Stranger	\$10,000.00	Indemnification - reimbursement for legal expenses
2/9/09	Greg Stranger	\$15,000.00	Compensation
2/12/09	Greg Stranger	\$5,000.00	Compensation
3/3/09	Greg Stranger	\$50,000.00	Compensation
3/30/09	Greg Stranger	\$10,000.00	Compensation
4/1/09	Greg Stranger	\$1,000.00	Compensation
4/15/09	Greg Stranger	\$5,000.00	Compensation
4/16/09	Greg Stranger	\$1,000.00	Compensation
5/4/09	Greg Stranger	\$15,000.00	Compensation
5/19/09	Greg Stranger	\$5,000.00	Compensation
6/3/09	Greg Stranger	\$4,500.00	Compensation
6/5/09	Greg Stranger	\$42,000.00	Compensation
6/12/09	Greg Stranger	\$200,000.00	Indemnification - reimbursement for legal expenses
7/9/09	Greg Stranger	\$15,000.00	Compensation
7/15/09	Greg Stranger	\$13,000.00	Indemnification - reimbursement for legal expenses
7/16/09	Greg Stranger	\$3,694.84	Reimbursable business expenses
7/18/09	Greg Stranger	\$9,000.00	Compensation
7/20/09	Greg Stranger	\$40,000.00	Compensation
Total		\$573,159.84	
Compensation		\$326,465.00	
Indemnification		\$243,000.00	
Reimbursable Business Expenses		\$3,694.84	

**United States Bankruptcy Court
Western District of New York**

In re **Successor Borrower Services, LLC**

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>Usual hourly rates</u>
Prior to the filing of this statement I have received.....	\$	<u>6,820.98</u>
Balance Due.....	\$	<u>Usual hourly rates</u>

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

☒ Debtor ☐ Other (specify):

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

☒ Debtor ☒ Other (specify): **Retainer and future income of the Debtor; as security, Damon Morey has been granted security interests of up to \$150,00.00 for future fees in assets of Debtor and Deeds of Trust on three parcels of realty owned by Stranger Family 2003 Trust.**

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

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

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

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

Negotiations with creditors, objections to claims, negotiations regarding sales of assets of the Debtor, drafting of motions regarding same and Chapter 11 Plan, as appropriate.

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

Any legal services as to which the Debtor chooses to hire special counsel.

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: July 29 2009

/s/ Daniel F. Brown

**Daniel F. Brown
Damon Morey LLP
The Avant Building, Suite 1200
200 Delaware Avenue
Buffalo, NY 14202-2150
(716) 856-5500 Fax: (716) 856-5510**

**United States Bankruptcy Court
Western District of New York**

In re **Successor Borrower Services, LLC**,
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 or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michael Dickman c/o Boston Consulting Group Amaliegade 15 1256 Copenhagen K DENMARK	Membership	2%	Membership Interests
Stranger Family 2003 Trust Dated 12/31/2003 2000 5th Street South Naples, FL 34102	Membership	98%	Membership Interests

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date **July 29, 2009**

Signature **/s/ Gregory A. Stranger**
Gregory A. Stranger
Manager

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

**United States Bankruptcy Court
Western District of New York**

In re **Successor Borrower Services, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **July 29, 2009**

/s/ Gregory A. Stranger

Gregory A. Stranger/Manager

Signer/Title

115 East 21 Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

147 Realty Co., LLC
c/o Waterside Corp.
1500 Broadway, Suite 900
New York, NY 10036

2340 Valentine Avenue Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

241 Realty Co., LLC
c/o Waterside Corp.
1500 Broadway, Suite 900
New York, NY 10036

43-60 Baychester, LLC
c/o Scott Eisenmesser
275 Madison Ave
New York, NY 10016

505 Front Street LLC
505 Front Street
Lahaina, HI 96761

63-94 Austin Realty, LLC
One Penn Plaza, Suite 4000
New York, NY 10119

94-06 34th Avenue Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

94-06 34th Road Realty Co., LLC
80 State Street
Albany, NY 12207

Adami, Lindsey & Company, LLP
1800 Teague Drive, Suite 306
Sherman, TX 75090

Aegis Properties Corporation
1525 East 53rd St.
Chicago, IL 60615

Allen Pensy LLC
5 Seven Springs Road
Monroe, NY 10950

AST Defeasance Holdings, Inc.
6201 15th Ave
Brooklyn, NY 11219

Basin Street Properties
50 W. Liberty St, Ste 1090
Reno, NV 89501

Bayside Corporate Center
c/o BAYCO Investment Co.
1091 Industrial Rd. Suite 215
San Carlos, CA 94070

Bear Stears Commercial
Mortgage Securities, Inc.
383 Madison Ave
New York, NY 10179

Birk S. McCandless, LLC
c/o McCandless Management Corp.
750 University Ave, Ste 270
Los Gatos, CA 95032

Butzel Long Tighe Patton, PLLC
1747 Pennsylvania Avenue N.W.
Suite 300
Washington, DC 20006

C.W. Clark Inc.
4180 La Jolla Village Drive, Suite 405
La Jolla, CA 92037

Capital Defeasance Group, LLC
c/o Greg Stranger
2000 5th Street South
Naples, FL 34102

City of Reno
P.O. Box 1900
Reno, NV 89505

Clarkson Broad Street Investors
3100 University Blvd S. Suite 200
Jacksonville, FL 32216

Clinton Property Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

Colleen Devries
c/o National Corporate Research, Inc.
10 East 40th Street, 10th Floor
New York, NY 10016

Collingwood HISD, LLC
1040 West Georgia St. Suite 1010
Vancouver, BC V6E4T6
CANADA

Copelands' Properties LLC
911 Palm St
San Luis Obispo, CA 93401

Deerfield Luxury Townhomes, LLC
25 Philips Parkway
Montvale, NJ 07645

Deluxe Corporation
PO Box 742572
Cincinnati, OH 45274-2572

DLJ Commercial Mortgage Corp.
Commercial Mortgage Pass-Through
Certificates, Series 1999-CG2
277 Park Avenue, 9th Floor
New York, NY 10172

DLJ Commercial Mortgage Corp.
Commercial Mortgage Pass-Through
Certificates, Series 2000-CF1
277 Park Avenue, 9th Floor
New York, NY 10172

Elat Properties, Inc.
1300 W Olympic Blvd, Ste 500
Los Angeles, CA 90015

Elizabeth Ross
190 Saddle Wood Drive
Novato, CA 94945

GE Commercial Mortgage Corporation
c/o General Electric Capital Corporation
125 Park Ave, 10th Floor
New York, NY 10017

Gee-Aspora LLC
125 Henry St.
San Francisco, CA 94114

Greg Stranger
2000 5th Street South
Naples, FL 34102

GS Mortgage Securities Corporation II
85 Broad Street
New York, NY 10004

Hanken Cono Assad & Co., Inc.
5550 Baltimore Drive, 2nd Floor
La Mesa, CA 91942

Heller Realty
745 5th Ave. Suite 1250
New York, NY 10151

Hynes Group
1571 Bellevue Ave., Suite 210
West Vancouver, BC V7V1A6
CANADA

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

John Morrissey
c/o National Corporate Research, Inc.
10 East 40th Street, 10th Floor
New York, NY 10016

King's Manor Apartments, LLP
c/o Multi Properties, Inc.
7 Church Lane
Baltimore, MD 21208

Kingsbridge Realty Associates LLC
360 Central Ave
Lawrence, NY 11559

Kingston Place Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

Lasalle Bank National Association
Attn: Securities Trust Services Group
CMBS
135 S. Lasalle Street, Ste 1625
Chicago, IL 60603

Liberson & Wolford LLP
600 Market Street, 5th Floor
San Francisco, CA 94104

Mallard Pointe LLC
500 Elliot Ave West, Ste A
Seattle, WA 98119

Manufacturers and Traders Trust Company
One Fountain Plaza
Buffalo, NY 14203

Matteson Real Estate Equities, Inc.
c/o The Matteson Companies
One Lagoon Drive, Ste 202
Redwood City, CA 94065

McCandless Towers Phase I
c/o McCandless Management Corp.
750 University Ave, Ste 270
Los Gatos, CA 95032

Morgan Partners, Inc.
321 High School Rd. NE Suite D3-#381
Bainbridge Island, WA 98110

Morgan Stanley Capital I, Inc.
1585 Broadway
New York, NY 10036

Morgan Stanley Dean Witter
Capital I, Inc.
1585 Broadway
New York, NY 10036

Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103

Moscone, Emblidge & Quadra, LLP
220 Montgomery Street, Ste 21000
San Francisco, CA 94104

Mt. Arlington Development
Limited Partnership
400 Valley Rd., Suite 501
Mount Arlington, NJ 07856

National Corporate Research, Inc.
10 East 40th Street, 10th Floor
New York, NY 10016

Nevada Department of Taxation
1550 College Parkway
Carson City, NV 89706

Nicholas Renzi, III and Denise Renzi
712 New Albany Rd
Moorestown, NJ 08057

NYS Department of Taxation & Finance
Bankruptcy Unit
P.O. Box 5300
Albany, NY 12205

Olinville Realty LLC
360 Lawrence Ave
Lawrence, NY 11559

Parkway Manufactured Housing Community
4040 Jacobsgaard Lane
Camino, CA 95709

Penny Developers Corporation
4377 Commercial Way, Suite 122
Spring Hill, FL 34606

Quadrelle Realty Services
One West Ave.
Larchmont, NY 10538

Realty Advisors, Inc.
22 East Washington St. Suite 312
Indianapolis, IN 46204

Sacramento Land & Farming
1601 Response Rd. Suite 360
Sacramento, CA 95815

Sanford Avenue Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

SB Residual Funding LLC
942 W. 36th Street N
Tulsa, OK 74127

SBS SB Holdings LLC
1231 Delaware Ave
Buffalo, NY 14209

Stadium Properties
3151 Airways Ave., Suite H-3
Costa Mesa, CA 92926

Stout & Teague Company
1340 Old Chain Bridge Road, Suite 400
Mc Lean, VA 22101

Stranger Family 2003 Trust
Dated 12/31/2003
2000 5th Street South
Naples, FL 34102

Styles Holdings
3250 Mary Street, Suite #306
Miami, FL 33133

TCP Realty Services, LLC
1845 Woodall Rodgers Freeway
Suite 1030
Dallas, TX 75201

The McEmcy Company
2479 Bellevue Ave
West Vancouver, BC V7V1E1
CANADA

The Mercer I LLC
c/o BD Hotels
871 Seventh Ave.
New York, NY 10019

Treger Management LLC
360 Central Ave
Lawrence, NY 11559

Tuscon Place Partners, LLC
c/o Larsen Baker LLC
6298 East Grant Rd. #100
Tucson, AZ 85712

U.S. Bank National Association
c/o U.S. Bank Corporate Trust Services
60 Livingston Avenue
Saint Paul, MN 55107

Underhill Realty LLC
360 Lawrence Ave
Lawrence, NY 11559

Wachovia Bank Commercial Mortgage Trust
301 South College Street
Charlotte, NC 28288

Wells Fargo Bank, N.A.
Attn: Trust Services - CMBS
9062 Old Annapolis Rd.
Columbia, MD 21045

Wells Fargo Bank, N.A.
c/o WF Business Direct
P.O. Box 348750
Sacramento, CA 95834

Wells Fargo Bank, N.A.
P.O. Box 6995
Portland, OR 97228-6995

West 50th Street Realty Co., LLC
One Penn Plaza, Suite 4000
New York, NY 10119

Winner Bros. Inc.
119 Kilough Ridge Drive
Dawson, GA 30534

**United States Bankruptcy Court
Western District of New York**

In re **Successor Borrower Services, LLC**

Debtor(s)

Case No. _____

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Successor Borrower Services, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

July 29, 2009

Date

/s/ Daniel F. Brown

Daniel F. Brown

Signature of Attorney or Litigant

Counsel for **Successor Borrower Services, LLC**

Damon Morey LLP

The Avant Building, Suite 1200

200 Delaware Avenue

Buffalo, NY 14202-2150

(716) 856-5500 Fax:(716) 856-5510