

B1 (Official Form 1) (12/11)

| | | |
|--|---|--|
| United States Bankruptcy Court NORTHERN DISTRICT OF TEXAS DALLAS DIVISION | | Voluntary Petition |
| Name of Debtor (if individual, enter Last, First, Middle): Amestein Frisco, LP | | 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)/Complete EIN (if more than one, state all): 90-0171199 | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): |
| Street Address of Debtor (No. and Street, City, and State): 4554 Harry's Lane Dallas, TX | | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP CODE 75229 | | ZIP CODE |
| County of Residence or of the Principal Place of Business: Dallas | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): 4554 Harry's Lane Dallas, TX | | Mailing Address of Joint Debtor (if different from street address): |
| ZIP CODE 75229 | | ZIP CODE |
| Location of Principal Assets of Business Debtor (if different from street address above): | | ZIP CODE |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | 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. | | Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes 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 <input checked="" type="checkbox"/> 1-49 <input 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 <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |

| | | | |
|---|---|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): Amestein Frisco, LP | |
| 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: None | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| <p style="text-align:center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align:center;">X _____</p> <p style="text-align:right;">Date</p> | | |
| 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? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.) | | | |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box.) | | | |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. | | | |
| <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| _____ | | | |
| (Name of landlord that obtained judgment) | | | |
| _____ | | | |
| (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

Voluntary Petition

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

Name of Debtor(s): **Amestein Frisco, LP**

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 _____
X _____

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)
 I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 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 Attorney*

X /s/ Areya Holder
Areya Holder Bar No. **24002303**

Law Office of Areya Holder, P.C.
800 W Airport Freeway, Suite 414
Irving, TX 75062

Phone No. **(972) 438-8800** Fax No. **(972) 438-8825**

7/2/2012
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 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.)

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.

Amestein Frisco, LP

X /s/ André van't Westeinde
Signature of Authorized Individual

André van't Westeinde
Printed Name of Authorized Individual

Owner
Title of Authorized Individual

7/2/2012
Date

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.

AMESTEIN FRISCO, LP

RESOLUTION TO FILE BANKRUPTCY

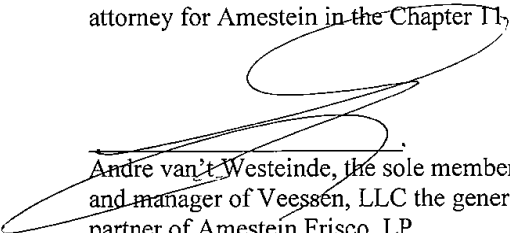
I, Andre van't Westeinde, the sole member and manager of Veessen, LLC (the general partner of Amestein Frisco, LP {"Amestein" and/or "Company"}) hereby certify that at a special meeting of the Company duly called and held on June 27, 2012, the following resolutions were duly adopted in accordance with requirements of the partnership law and that said resolution has not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the General Partner of Amestein, it is desirable and in the best interest of the Company, its creditors, employees, and other interested parties that a petition is filed seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that Andre van't Westeinde is hereby authorized, empowered and directed, in the name and on behalf of the Company to execute and file a bankruptcy petition, schedules, motions, pleadings, and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas at such time or in such jurisdiction as said Authorized Person executing the same shall determine.

RESOLVED, that Andre van't Westeinde may sign the bankruptcy petition on behalf of Amestein and attend any and all scheduled meetings or hearings in the bankruptcy case.

RESOLVED, that the Law Office of Areya Holder, P.C. is hereby engaged as attorney for Amestein in the Chapter 11 Case.


Andre van't Westeinde, the sole member and manager of Veessen, LLC the general partner of Amestein Frisco, LP

Dated: 06-27-2012

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE A - REAL PROPERTY

| Description and Location of Property | Nature of Debtor's Interest in Property | Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption | Amount Of Secured Claim |
|--|---|--|-------------------------|
| 7060 All Stars Avenue, Frisco, TX 75033 | Commercial Property | \$1,020,000.00 | \$1,681,373.13 |
| 13703-13707 Gamma Road, Farmers Branch, TX 75244 | Duplex Warehouse | \$908,200.00 | \$1,438,765.11 |

Total: \$1,928,200.00

(Report also on Summary of Schedules)

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

| Type of Property | None | Description and Location of Property | 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 home-stead associations, or credit unions, brokerage houses, or cooperatives. | | Legacy Bank Checking Account: | \$35.18 |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | X | | |
| 4. Household goods and furnishings, including audio, video and computer equipment. | X | | |
| 5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | |
| 6. Wearing apparel. | X | | |
| 7. Furs and jewelry. | X | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | |
| 10. Annuities. Itemize and name each issuer. | X | | |

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

| Type of Property | None | Description and Location of Property | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|---|----------|---|--|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments. | X | | |
| 16. Accounts receivable. | | Ultravision Holdings: \$10,300.00 C&D Couriers, Inc. \$35,000.00 | \$20,000.00 |
| 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. | X | | |

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

| Type of Property | None | Description and Location of Property | 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. | | Possible cause of action against Hartford Insurance - amount is estimated | \$20,000.00 |
| 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 | | |
| | | | |

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

| Type of Property | None | Description and Location of Property | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|--|------|---|--|
| 26. Boats, motors, and accessories. | X | | |
| 27. Aircraft and accessories. | X | | |
| 28. Office equipment, furnishings, and supplies. | X | | |
| 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. | | Water Wells and companying permits (value included in value of real property) | \$0.00 |

Total > **\$40,035.18**

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

3 continuation sheets attached

In re **Amestein Frisco, LP**

Case No. _____
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450.*

| Description of Property | Specify Law Providing Each Exemption | Value of Claimed Exemption | Current Value of Property Without Deducting Exemption |
|-------------------------|--------------------------------------|----------------------------|---|
| Not Applicable | | | |
| | | \$0.00 | \$0.00 |

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 AN ACCOUNT NUMBER (See Instructions Above.) | CODEBTOR | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------|---|------------|--------------|----------|---|---------------------------|
| | | | | | | | |
| ACCT #: Best-Tex Construction, LLC PO BOX 69 Little Elm, TX 75068 | | DATE INCURRED: NATURE OF LIEN: Concrete Services COLLATERAL: 7060 All Stars Avenue, Frisco, TX 75033 REMARKS: VALUE: \$1,020,000.00 | | | X | \$35,000.00 | \$35,000.00 |
| ACCT #: Hawes Electric Service 5242 Redfield Street Dallas, TX 75235 | | DATE INCURRED: NATURE OF LIEN: Electric Services COLLATERAL: 13703-13707 Gamma Road, Farmers Branch, TX 7 REMARKS: VALUE: \$908,200.00 | | | | \$9,000.00 | \$9,000.00 |
| ACCT #: SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | X | DATE INCURRED: NATURE OF LIEN: Commercial Property COLLATERAL: 7060 All Stars Avenue, Frisco, TX 75033 REMARKS: VALUE: \$1,020,000.00 | | | | \$1,259,357.68 | \$239,357.68 |
| Representing: SW Loan D, L.P. | | Pulman, Cappucio, Pullen & Bensen, LLP 2161 NW Military Hwy., Suite 400 San Antonio, TX 78213 | | | | Notice Only | Notice Only |
| Subtotal (Total of this Page) > | | | | | | \$1,303,357.68 | \$283,357.68 |
| Total (Use only on last page) > | | | | | | | |

2 continuation sheets attached

(Report also on Summary of Schedules.)

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

B6D (Official Form 6D) (12/07) - Cont.
 In re **Amestein Frisco, LP**

Case No. _____
 (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.) | CODEBTOR | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------|--|------------|--------------|----------|---|---------------------------|
| | | | | | | | |
| ACCT #: SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | X | DATE INCURRED: NATURE OF LIEN: Commercial Property COLLATERAL: 7060 All Stars Avenue, Frisco, TX 75033 REMARKS: | | | | \$349,393.42 | \$349,393.42 |
| | | VALUE: \$1,020,000.00 | | | | | |
| Representing: SW Loan D, L.P. | | Pulman, Cappucio, Pullen & Bensen, LLP 2161 NW Military Hwy., Suite 400 San Antonio, TX 78213 | | | | Notice Only | Notice Only |
| ACCT #: SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | X | DATE INCURRED: NATURE OF LIEN: Duplex Warehouse COLLATERAL: 13703-13707 Gamma Road, Farmers Branch, TX 7 REMARKS: | | | | \$1,230,562.00 | \$322,362.00 |
| | | VALUE: \$908,200.00 | | | | | |
| Representing: SW Loan D, L.P. | | Pulman, Cappucio, Pullen & Bensen, LLP 2161 NW Military Hwy., Suite 400 San Antonio, TX 78213 | | | | Notice Only | Notice Only |
| Subtotal (Total of this Page) > | | | | | | \$1,579,955.42 | \$671,755.42 |
| Total (Use only on last page) > | | | | | | | |

Sheet no. 1 of 2 continuation sheets attached to Schedule of Creditors Holding Secured Claims

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

B6D (Official Form 6D) (12/07) - Cont.
In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.) | CODEBTOR | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|---|----------|---|------------|--------------|----------|---|---------------------------|
| ACCT #: SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | X | DATE INCURRED: NATURE OF LIEN: Duplex Warehouse COLLATERAL: 13703-13707 Gamma Road, Farmers Branch, TX 7 REMARKS: VALUE: \$908,200.00 | | | | \$174,427.80 | \$174,427.80 |
| Representing: SW Loan D, L.P. | | Pulman, Cappucio, Pullen & Bensen, LLP 2161 NW Military Hwy., Suite 400 San Antonio, TX 78213 | | | | Notice Only | Notice Only |
| ACCT #: 3570 Texas Land Finance Company II 4201 Spring Valley, Suite 1102 Dallas, TX 75244 | | DATE INCURRED: NATURE OF LIEN: 2011 Taxes COLLATERAL: 7060 All Stars Avenue, Frisco, TX 75033 REMARKS: VALUE: \$1,020,000.00 | | | | \$37,622.03 | \$37,622.03 |
| ACCT #: 3571 Texas Land Finance Company II 4201 Spring Valley, Suite 1102 Dallas, TX 75244 | | DATE INCURRED: NATURE OF LIEN: 2011 Taxes COLLATERAL: 13703-13707 Gamma Road, Farmers Branch, TX 7 REMARKS: VALUE: \$908,200.00 | | | | \$24,775.31 | \$24,775.31 |
| Sheet no. <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims | | | | | | \$236,825.14 | \$236,825.14 |
| | | | | | | \$3,120,138.24 | \$1,191,938.24 |

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

B6E (Official Form 6E) (04/10)

In re **Amestein Frisco, LP**

Case No. _____
(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

Domestic Support Obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

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

 No continuation sheets attached

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

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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.) | CODEBTR | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|---|---------|--|------------|--------------|----------|--------------------|
| | | | | | | |
| ACCT #: Associated Property Tax 210 East I-30, Suite M102A Garland, TX 75043 | | DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: | | | | \$2,000.00 |
| ACCT #: B.S.I. Drafting 5800 S. Lewis Avenue Tulsa, OK 74105 | | DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: | | | | \$1,200.00 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Subtotal > | | | | | | \$3,200.00 |
| Total > | | | | | | \$3,200.00 |

No continuation sheets attached

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

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

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of 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. |
|---|--|
| <p>S.C.P. Distributors, LLC 109 Northpark Blvd. 4th Floor Covington, LA 70433</p> <p>Ultravision LED, LLC 13707 Gamma Road Dallas, TX</p> | <p>Tenant of Amestein Frisco, LP.</p> <p>Tenant of Amestein Frisco, LP</p> |

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

In re **Amestein Frisco, LP**

Case No. _____
(if known)

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|---|--|
| <p>André vandt Weseinde 4554 Harry's Lane Dallas, TX 75224</p> | <p>SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027</p> |
| <p>André vandt Weseinde 4554 Harry's Lane Dallas, TX 75224</p> | <p>SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027</p> |
| <p>André vandt Weseinde 4554 Harry's Lane Dallas, TX 75224</p> | <p>SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027</p> |
| <p>André vandt Weseinde 4554 Harry's Lane Dallas, TX 75224</p> | <p>SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027</p> |

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re **Amestein Frisco, LP**

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

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER | |
|--|-------------------|---------------|----------------|----------------|----------------|-----|
| A - Real Property | Yes | 1 | \$1,928,200.00 | | | |
| B - Personal Property | Yes | 4 | \$40,035.18 | | | |
| C - Property Claimed as Exempt | No | | | | | |
| D - Creditors Holding Secured Claims | Yes | 3 | | | \$3,120,138.24 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 1 | | | \$0.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 1 | | | \$3,200.00 | |
| G - Executory Contracts and Unexpired Leases | Yes | 1 | | | | |
| H - Codebtors | Yes | 1 | | | | |
| I - Current Income of Individual Debtor(s) | No | | | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | | | | | N/A |
| | TOTAL | 12 | \$1,968,235.18 | \$3,123,338.24 | | |

In re **Amestein Frisco, LP**

Case No. _____
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the _____ **Owner** _____ 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
_____ **14** _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **7/2/2012**

Signature **/s/ André van't Westeinde**
André van't Westeinde
Owner

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

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: **Amestein Frisco, LP**

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS

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 |
|---------------------|-----------------------------------|
| \$421,752.00 | 2010 Gross Gross Rents |
| \$382,000.00 | 2011 Estimated Gross Rents |
| \$75,411.84 | 2012 YTD Gross Rents |

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.)

3. Payments to creditors

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

None a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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 Information to be provided | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|--------------------|-------------|--------------------|
|--|--------------------|-------------|--------------------|

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

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

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: **Amestein Frisco, LP**

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

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

5. Repossessions, foreclosures and returns

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

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.)

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

7. Gifts

None List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| 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 |
|--|--|--------------|
| Roof damage and destruction of 7 a/c Units on top of the Gamma Rd. Property caused by a tornado. | a/c units \$38,000.00 - Insurance has denied claim | 4/2012 |

9. Payments related to debt counseling or bankruptcy

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

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|--|---|--|
| Law Office of Areya Holder, P.C. 800 W Airport Freeway, Suite 414 Irving, TX 75062 | 06/25/2012 | \$15,000.00 |

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: **Amestein Frisco, LP**

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

10. Other transfers

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

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

11. Closed financial accounts

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

| 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 |
|---------------------------------|--|------------------------------------|
| Stillwater National Bank | Checking 3170 \$0.00 | \$0.00 3/2012 |

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

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

15. Prior address of debtor

None If 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.

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.

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: **Amestein Frisco, LP**

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location and name of business

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

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

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

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

NATURE OF BUSINESS

BEGINNING AND ENDING DATES

Amestein Frisco, LP

Construction, Lease & Property Management

2004 - Present

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

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
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In re: **Amestein Frisco, LP**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

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

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

19. Books, records and financial statements

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

| NAME AND ADDRESS | DATES SERVICES RENDERED |
|--|-------------------------|
| Davis, Smith and Co., CPA 2705 Swiss Avenue Dallas, TX 75204 | 27 years |

None b. List all firms or individuals who within 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 AND ADDRESS | DATES SERVICES RENDERED |
|--|-------------------------|
| Davis, Smith and Co., CPA 2705 Swiss Avenue Dallas, TX 75204 | 27 years |

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

| NAME | ADDRESS |
|--|---------|
| Davis, Smith and Co., CPA 2705 Swiss Avenue Dallas, TX 75204 | |
| Bank of the West | |
| Stillwater National Bank | |
| S.W. Loan D, LP | |
| Legacy Bank | |
| California Bank and Trust | |
| Gary Redman | |

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.

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.

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: **Amestein Frisco, LP**

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

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

21. Current Partners, Officers, Directors and Shareholders

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

| NAME AND ADDRESS | NATURE OF INTEREST | PERCENTAGE OF INTEREST |
|------------------------------|---|------------------------|
| Veessen, LLC | General Partner of Amestein Frisco, LP | 1% |
| Andre van't Westeinde | Limited Partner | 99% |

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

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

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

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

24. Tax Consolidation Group

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

25. Pension Funds

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

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
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In re: **Amestein Frisco, LP**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 6

[If completed on behalf of a partnership or corporation]

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

Date 7/2/2012

Signature /s/ André van't Westeinde
André van't Westeinde
Owner

[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*

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: **Amestein Frisco, LP**

CASE NO

CHAPTER 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

| | |
|--|--------------------|
| For legal services, I have agreed to accept: | \$15,000.00 |
| Prior to the filing of this statement I have received: | \$15,000.00 |
| Balance Due: | \$0.00 |

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)

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 another 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, statements 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;

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

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.

7/2/2012

Date

/s/ Areya Holder

Areya Holder
 Law Office of Areya Holder, P.C.
 800 W Airport Freeway, Suite 414
 Irving, TX 75062
 Phone: (972) 438-8800 / Fax: (972) 438-8825

Bar No. 24002303

/s/ André van't Westeinde

André van't Westeinde
Owner

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: **Amestein Frisco, LP**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

| (1) | (2) | (3) | (4) | (5) |
|---|---|--|---|---|
| Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Amount of claim [if secured also state value of security] |
| SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | | Commercial Property | | \$349,393.42 Value: \$0.00 |
| SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | | Duplex Warehouse | | \$1,230,562.00 Value: \$908,200.00 |
| SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | | Commercial Property | | \$1,259,357.68 Value: \$1,020,000.00 |
| SW Loan D, L.P. 4665 Southwest Freeway Houston, TX 77027 | | Duplex Warehouse | | \$174,427.80 Value: \$0.00 |
| Texas Land Finance Company II 4201 Spring Valley, Suite 1102 Dallas, TX 75244 | | 2011 Taxes | | \$37,622.03 Value: \$0.00 |
| Best-Tex Construction, LLC PO BOX 69 Little Elm, TX 75068 | | Concrete Services | <i>Disputed</i> | \$35,000.00 Value: \$0.00 |

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: **Amestein Frisco, LP**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

| (1) | (2) | (3) | (4) | (5) |
|---|---|--|---|---|
| Name of creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Amount of claim [if secured also state value of security] |
| Texas Land Finance Company II 4201 Spring Valley, Suite 1102 Dallas, TX 75244 | | 2011 Taxes | | \$24,775.31 Value: \$0.00 |
| Hawas Electric Service 5242 Redfield Street Dallas, TX 75235 | | Electric Services | | \$9,000.00 Value: \$0.00 |
| Associated Property Tax 210 East I-30, Suite M102A Garland, TX 75043 | | Non-Purchase Money | | \$2,000.00 |
| B.S.I. Drafting 5800 S. Lewis Avenue Tulsa, OK 74105 | | Non-Purchase Money | | \$1,200.00 |

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

I, the Owner 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: 7/2/2012

Signature: /s/ André van't Westeinde
André van't Westeinde
Owner

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
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IN RE: **Amestein Frisco, LP**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 7/2/2012

Signature */s/ André van't Westeinde*
André van't Westeinde
Owner

Date _____

Signature _____

André vandt Weseinde
4554 Harry's Lane
Dallas, TX 75224

Associated Property Tax
210 East I-30, Suite M102A
Garland, TX 75043

Attorney General of Texas
Collections Division Bankruptcy Section
PO Box 12548
Austin, TX 78711-2548

B.S.I. Drafting
5800 S. Lewis Avenue
Tulsa, OK 74105

Best-Tex Construction, LLC
PO BOX 69
Little Elm, TX 75068

Hawes Electric Service
5242 Redfield Street
Dallas, TX 75235

Internal Revenue Service
Special Procedures, Room 9A20
1100 Commerce St., 5024-DAL
Dallas, TX 75242

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19114-7346

Linebarger Goggan Blair Sampson LLP
2323 Bryan Street, Suite 1720
Dallas, TX 75201-2644

Pulman, Cappucio, Pullen & Bensen, LLP
2161 NW Military Hwy., Suite 400
San Antonio, TX 78213

S.C.P. Distributors, LLC
109 Northpark Blvd.
4th Floor
Covington, LA 70433

Securities & Exchange Commission
801 Cherry Street, Unit 18
Fort Worth, TX 76102-6882

SW Loan D, L.P.
4665 Southwest Freeway
Houston, TX 77027

Texas Alcoholic Beverage Commission
License and Permits Division
PO Box 13127
Austin, TX 78711-3127

Texas Comptroller of Public Accounts
Revenue Accounting Div Bankruptcy
PO Box 13528
Austin, TX 78711-3528

Texas Land Finance Company II
4201 Spring Valley, Suite 1102
Dallas, TX 75244

Texas Workforce Commission
TEC Building - Bankruptcy
101 East 15th Street
Austin, TX 78714-9080

U.S. Attorney
1100 Commerce, 3rd Floor
Dallas, TX 75242-1074

U.S. Attorney General
Department of Justice
Washington, DC 20001

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Housing and Urban Development
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13707 Gamma Road
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United States Attorney
1100 Commerce St.
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