

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court  
Southern District of Texas**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Equator Plaza, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-0438553</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>2801 W. Sam Houston Parkway N. Houston, TX</b> <div style="text-align: right; font-size: small;">ZIP Code <b>77043</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Harris</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>2801 W. Sam Houston Parkway N. Houston, TX</b> <div style="text-align: right; font-size: small;">ZIP Code <b>77043</b></div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

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

<p><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p><b>Nature of Business</b> (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p><b>Nature of Debts</b> (Check one box)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><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.</p>	<p>Check one box: <b>Chapter 11 Debtors</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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**Statistical/Administrative Information**

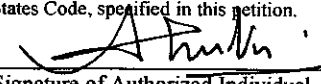
Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000
Estimated Assets									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Equator Plaza, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>Southhills Plaza, LLC</b>		Case Number: <b>08-36398-H2-11</b>	Date Filed: <b>10/06/08</b>
District: <b>Southern District of Texas</b>		Relationship: <b>Affiliate</b>	Judge: <b>Wesley Steen</b>
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</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).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)  _____ (Address of landlord)  <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Equator Plaza, LLC</b></p>
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signatures</b></p> <p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><input checked="" type="checkbox"/> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p><b>Signature of Attorney*</b></p> <p><input checked="" type="checkbox"/> /s/ Edward L. Rothberg Signature of Attorney for Debtor(s)</p> <p><b>Edward L. Rothberg 17313990</b> Printed Name of Attorney for Debtor(s)</p> <p><b>Weycer, Kaplan, Pulaski &amp; Zuber, P.C.</b> Firm Name</p> <p><b>11 East Greenway Plaza Suite 1400 Houston, TX 77046-1104</b></p> <p>_____ Address</p> <p style="text-align: right;">Email: <a href="mailto:erothberg@wkpz.com">erothberg@wkpz.com</a></p> <p><b>713.961.9045 Fax: 713.961.5341</b> Telephone Number</p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p><input checked="" type="checkbox"/> _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/>  Signature of Authorized Individual</p> <p><b>Atul Vir</b> Printed Name of Authorized Individual</p> <p><b>Member and President</b> Title of Authorized Individual</p> <p><b>Nov. 3, 2008</b> Date</p>	<p>_____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p>

**BRIEF LIST OF ASSETS**

Commercial Property located at 2801 W. Sam Houston Parkway N., Houston, Harris County, Texas - Building is 29,246 sq. ft. office + warehouse space on 2.3966 acres of land

Fixtures: Mezzanine & parts center in the warehouse

## Equator Plaza, LLC

### Creditors List

Vendor	Address	City	State	Zip	Amount
Ace Advertising Inc.	6211 W 34th St	Houston	TX	77092	\$ 3,903.56
Associated Insurance Advisors (for Hanover Insurance)	7676 Hillmont #200	Houston	TX	77040	\$ 1,860.00
Atul Vir	1302 Du Lock Ln	Houston	TX	77055	\$ 320,342.88
Bedolla Landscaping	7642 Silent Wood	Houston	TX	77086	\$ 3,334.00
Casteel Automatic Fire Protection, Inc.	2836 Delafield	Houston	TX	77023	\$ 5,321.66
City of Houston - Fire Department	P.O. Box 3625	Houston	TX	77253	\$ 355.00
City Of Houston - Public Works & Engineering	P.O. Box 1560	Houston	TX	77251	\$ 242.34
City Of Houston - Public Works & Engineering	P.O. Box 1560	Houston	TX	77251	\$ 192.82
City Of Houston - Public Works & Engineering	P.O. Box 1560	Houston	TX	77251	\$ 126.76
GE Capital	635 Maryville Centre Drive, Ste 120	St. Louis	MO	63141-5817	\$ 1,646,183.00
Hanover Insurance Company	P.O. Box 8016	Boston	MA	02266-8016	\$ 234.86
Infinity Systems, Inc.	6108 Pinemont	Houston	TX	77092	\$ 3,832.92
Let's Mechanical	17026 Main St	Splendora	TX	77372	\$ 986.44
Paul Bettencourt	P.O. Box 4622	Houston	TX	77210-4622	\$ 22,000.00
Property Tax Lending LP	18333 Preston Rd Suite 410, LB 27	Dallas	TX	75252	\$ 155,156.10
Southern Dock Products	P.O. Box 840602	Dallas	TX	75284-0602	\$ 416.76
Southhills Plaza LLC	2801 W Sam Houston Pkwy N	Houston	TX	77043	\$ 12,636.19
Spring Branch I.S.D.	P.O. Box 19037 8880 Westview	Houston	TX	77224-9037	\$ 22,000.00
Spring Branch Management District	P.O. Box 73109	Houston	TX	77273	\$ 2,004.76
Stanley Convergent Security Solutions, Inc	Dept. Ch 10651	Palatine	IL	60055	\$ 165.42
Suresh Gehi	7052 Lawndale Street	Houston	TX	77023	\$ 450.00
TXU Energy	P.O. Box 660161	Dallas	TX	75266-0161	\$ 1,897.59
U.S. Small Business Administration	2120 Riverfront Drive, Ste. 100	Little Rock	AR	72202	\$ 1,236,501.61
West Oaks Pest Control	P.O. Box 17254	Sugarland	TX	77496-7254	\$ 81.19

**RESOLUTIONS  
OF THE  
MANAGERS  
OF  
EQUATOR PLAZA, LLC**

RESOLVED that in the judgment of the managers of Equator Plaza, LLC, it is desirable and in the best interests of Equator Plaza, LLC (the "Company"), its creditors, members and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED that officers and members of the Company or any one of them (the "Members") are, and each hereby is, authorized and directed on behalf of the Company to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas in such form and at such time as the Officer executing said petition on behalf of the Company shall determine.

RESOLVED that the law firm of Weycer, Kaplan, Pulaski & Zuber, P.C., Eleven Greenway Plaza, Suite 1400, Houston, Texas 77046, be and hereby is, employed as attorneys for the Company in the chapter 11 case.

RESOLVED that all acts lawfully done or actions lawfully taken by any Officers and Members to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, are, and each hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

RESOLVED that the Officers and Members are, and each hereby is, authorized to execute and deliver for and on behalf of the Company, such agreements, instruments and any and all documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions.

RESOLVED that the Officers and Members are, and each hereby is, authorized and empowered for in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

RESOLVED that the Officers and Members are, and each hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be

executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

RESOLVED that all actions previously taken by an Officer and Member are, and each hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

**CERTIFICATE**

As Member of Equator Plaza, LLC, I hereby certify that the foregoing is a true and correct copy of resolutions duly and legally adopted by the Members of Equator Plaza, LLC, and that said resolutions have not been rescinded, modified or recalled, and are in full force and effect.

WITNESS my signature on this 31st day of October, 2008.

EQUATOR PLAZA, LLC

By:   
Atul Vir, Member

By:   
Arti Vir, Member