

B1 (Official Form 1) (4/10)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS CORPUS CHRISTI DIVISION		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): GCEP-GOODYEAR, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): aka GCEP-Scottsdale, LLC; aka GCEP Surprise, LLC; aka GCEP		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): 20-125836		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): 8300 N. Hayden Road #207 Scottsdale, AZ		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 85258		ZIP CODE
County of Residence or of the Principal Place of Business: Maricopa		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 8300 N. Hayden Road #207 Scottsdale, AZ		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 85258		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 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).	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 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 checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input 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 type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): GCEP-GOODYEAR, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: District of Arizona	Case Number: 11-22546	Date Filed: 8/5/2011	
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: Xavier E. Perez	Case Number: 10-20676	Date Filed: 9/1/2010	
District: Southern District of Texas	Relationship: Partner	Judge: Richard S. Schmidt	
<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 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 checked="" 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 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>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): GCEP-GOODYEAR, LLC</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</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>X _____ _____ _____ Telephone Number (If not represented by attorney) _____ _____ Date _____</p>	<p>Signature of a Foreign Representative</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>X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date _____</p>
<p>Signature of Attorney*</p> <p>X <u>/s/ Mariana Garza</u> _____ Mariana Garza Bar No. 24075470</p> <p>Mariana Garza 6262 Weber, Ste. 216 Corpus Christi, TX 78413</p> <p>Phone No. (361) 444-3733 Fax No. (361) 225-2029</p> <p><u>11/8/2011</u> _____ 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>Signature of Non-Attorney Bankruptcy Petition Preparer</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>_____</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____</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>_____</p> <p>Address _____</p> <p>X _____</p> <p>_____</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><small>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.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</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>GCEP-GOODYEAR, LLC</p> <p>X <u>/s/ David R. Agado</u> _____ Signature of Authorized Individual</p> <p>David R. Agado _____ Printed Name of Authorized Individual</p> <p>Managing Member _____ Title of Authorized Individual</p> <p><u>11/8/2011</u> _____ Date</p>	

B6D (Official Form 6D) (12/07)
 In re **GCEP-GOODYEAR, LLC**

Case No. _____
 (if known)

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 #: xxx562 Arizona Dept. of Revenue PO BOX 29079 Phoenix, AZ 85038		DATE INCURRED: 2/2007 - 12/2008 NATURE OF LIEN: TPT Tax Lien COLLATERAL: Blanket Lien on all Debtors assets REMARKS: Blanket Lien on all Debtor assets pursuant to ARS 45-1151 VALUE: \$78,771.00				\$615,149.44	\$536,378.44
ACCT #: xxxx7487 Arizona Dept. of Revenue PO BOX 29079 Phoenix, AZ 85038		DATE INCURRED: 10/2009-12/2009 NATURE OF LIEN: TPT Tax Lien COLLATERAL: Blanket Lien on all Debtor assests REMARKS: Blanker Lein on all Debtor assets pursuant to ARS 45-1151 VALUE: \$78,771.00				\$78,460.81	
ACCT #: xxxx2163 Arizona Dept. of Revenue PO BOX 29079 Phoenix, AZ 85038		DATE INCURRED: 09/2009-10/2010 NATURE OF LIEN: TPT Tax Lien COLLATERAL: Blanket lien on all Debtor assets REMARKS: Blanket lien on all Debtor assets pursuant to ARS 45-1151 VALUE: \$78,771.00				\$69,600.39	
ACCT #: xxxx4065 Arizona Dept. of Revenue PO BOX 29079 Phoenix, AZ 85038		DATE INCURRED: 11/2010 NATURE OF LIEN: TPR Tax Lien COLLATERAL: Blanket Lien on all Debtor Assets REMARKS: Blanket Lien on all Debtor assets pursuant to ARS 45-1151 VALUE: \$78,771.00				\$27,696.88	
Subtotal (Total of this Page) >						\$790,907.52	\$536,378.44
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 **GCEP-GOODYEAR, LLC**

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 #: GRP Funding LLC 1350 Main Street 1st Floor Springfield, MA 01103	X	DATE INCURRED: 10/13/2009 NATURE OF LIEN: UCC-1 Financing Statement COLLATERAL: Operating Cash REMARKS: UCC-1 Financing Statement Certain receipts from operating cash flows pursuant to Merchant Cash Advance Agreement and all tangible, intangible and personal property of Debtor.				\$108,484.87	\$108,484.87
		VALUE: \$0.00					
ACCT #: xxxxx3810 Internal Revenue Service PO BOX 7346 Philadelphia, PA 19101-7346		DATE INCURRED: 12/2006-06/2007 NATURE OF LIEN: 940 & 941 Tax Lien COLLATERAL: Blanket Lien on all Debtors Assets REMARKS:				\$114,950.88	\$36,179.88
ACCT #: Rewards Network 2 North Riverside Plaza Suite 950 Chicago, IL 60606		DATE INCURRED: 02/27/2009 NATURE OF LIEN: Blanket Lien on all Debtor assets COLLATERAL: UCC-1 Financing Statement REMARKS:				\$0.00	
		VALUE: \$78,771.00					
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$223,435.75	\$144,664.75
Subtotal (Total of this Page) > Total (Use only on last page) >							

(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 **GCEP-GOODYEAR, LLC**

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 #: Rewards Network Establishment Service 2 North Riverside Plaza Suite 950 Chicago, IL 60606		DATE INCURRED: 11/23/2007 NATURE OF LIEN: Sales of accounts sold by Debtor COLLATERAL: UCC-1 Financing Statement REMARKS: Sale of accounts sold by Debtor pursuant to Dining Credits Agreement VALUE: \$0.00				\$1,927.69	\$1,927.69
ACCT #: Sovereign Bank 3 Huntington Quad Ste. 101 Melville, NY 11747	X	DATE INCURRED: 09/17/2007 NATURE OF LIEN: Furniture, Fixtures and Equipment COLLATERAL: UCC-1 Financing Statement REMARKS: VALUE: \$60,771.00				\$545,000.00	\$484,229.00
Sheet no. <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$546,927.69	\$486,156.69
						\$1,561,270.96	\$1,167,199.88

(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 **GCEP-GOODYEAR, LLC**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 **GCEP-GOODYEAR, LLC**

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.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: A-1 RESTAURANT SERVICES 1095 W. MAGNOLIA STREET PHONEIX, AZ 85007		DATE INCURRED: CONSIDERATION: OTHER REMARKS:				\$0.00
ACCT #: Accident Fund Ins. Company of America 232 South Capitol Ave. Lansing, MI 48933-1578		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$13,000.00
ACCT #: xxxxx4282 APS PO BOX 2906 Phoenix, AZ 85062-2906		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$9,316.57
ACCT #: xxxxx0545 Brinks Incorporated Brinks Incorporated File No. 52005 Los Angeles, CA 90074-2005		DATE INCURRED: CONSIDERATION: Business REMARKS:				\$3,262.90
ACCT #: xxxfal0 BTR Services, Inc. 7945 W. Wethersfield RD Peoria, AZ 85381		DATE INCURRED: CONSIDERATION: Business REMARKS:				\$3,262.90
ACCT #: Buffalo Goodyear, LLC 453 6th Avenue San Diego, CA 92101		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$311,218.83
Subtotal >						\$340,061.20
Total >						

2 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.)

B6F (Official Form 6F) (12/07) - Cont.
 In re **GCEP-GOODYEAR, LLC**

Case No. _____
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Buffalo Wild Wings 5500 Wayzata Blvd. Ste. 1600 Minneapolis, MN 55415		DATE INCURRED: CONSIDERATION: Business REMARKS:				Unknown
ACCT #: BWW CCS Presentation Systems 17350 N. Hartford Dr. Scottsdale, AZ 85255		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$19,576.14
ACCT #: xxxxxxx xxxx xings ESJ Communications 1083 E. Shannon Ct. Gilbert, AZ 85296		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$63,022.46
ACCT #: GRP Funding 1350 Main St. 1st Floor Springfield, MA 01103		DATE INCURRED: CONSIDERATION: 1040 Taxes REMARKS: Business				\$98,651.62
ACCT #: xxxxxxx xxxx xings Hall of Frames 4710 E. Thunderbird Phoenix, AZ 85032		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$7,418.00
ACCT #: xxxx.#xxxxx1(684) Janiking PO BOX 47490 Phoenix, AZ 85068		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$120,000.00

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

Subtotal > **\$308,668.22**

Total >
 (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.)

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B6F (Official Form 6F) (12/07) - Cont.
 In re **GCEP-GOODYEAR, LLC**

Case No. _____
 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
ACCT #: Maricopa County Treasurer 301 W. Jefferson St. Rm. 100 Phoenix, AZ 85003		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$2,117.50	
ACCT #: xxx xxxxxx Vandem Enterprises 66065 South 57th Ave. Laveen, AZ 85339		DATE INCURRED: CONSIDERATION: Business REMARKS: Business				\$1,500.00	
Sheet no. 2 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >	\$3,617.50
						Total >	\$652,346.92
(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.)							

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE: **GCEP-GOODYEAR, LLC**

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]
Arizona Dept. of Revenue PO BOX 29079 Phoenix, AZ 85038		TPT Tax Lien		\$615,149.44 Value: \$78,771.00
Sovereign Bank 3 Huntington Quad Ste. 101 Melville, NY 11747		Furniture, Fixtures and Equipment		\$545,000.00 Value: \$60,771.00
Buffalo Goodyear, LLC 453 6th Avenue San Diego, CA 92101		Business		\$311,218.83
Janiking PO BOX 47490 Phoenix, AZ 85068		Business		\$120,000.00
GRP Funding LLC 1350 Main Street 1st Floor Springfield, MA 01103		UCC-1 Financing Statement		\$108,484.87 Value: \$0.00
GRP Funding 1350 Main St. 1st Floor Springfield, MA 01103		1040 Taxes		\$98,651.62

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE: **GCEP-GOODYEAR, LLC**

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]
ESJ Communications 1083 E. Shannon Ct. Gilbert, AZ 85296		Business		\$63,022.46
Internal Revenue Service PO BOX 7346 Philadelphia, PA 19101-7346		940 & 941 Tax Lien		\$114,950.88 Value: \$78,771.00
CCS Presentation Systems 17350 N. Hartford Dr. Scottsdale, AZ 85255		Business		\$19,576.14
Accident Fund Ins. Company of America 232 South Capitol Ave. Lansing, MI 48933-1578		Business		\$13,000.00
APS PO BOX 2906 Phoenix, AZ 85062-2906		Business		\$9,316.57
Hall of Frames 4710 E. Thunderbird Phoenix, AZ 85032		Business		\$7,418.00
BTR Services, Inc. 7945 W. Wethersfield RD Peoria, AZ 85381		Business		\$3,262.90

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE: **GCEP-GOODYEAR, LLC**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 2

(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]
Brinks Incorporated Brinks Incorporated File No. 52005 Los Angeles, CA 90074-2005		Business		\$3,262.90
Maricopa County Treasurer 301 W. Jefferson St. Rm. 100 Phoenix, AZ 85003		Business		\$2,117.50
Rewards Network Establishment Services 2 North Riverside Plaza Suite 950 Chicago, IL 60606		Sales of accounts sold by Debtor		\$1,927.69 Value: \$0.00
Vandeem Enterprises 66065 South 57th Ave. Laveen, AZ 85339		Business		\$1,500.00
Buffalo Wild Wings 5500 Wayzata Blvd. Ste. 1600 Minneapolis, MN 55415		Business		\$0.00
A-1 RESTAURANT SERVICES 1095 W. MAGNOLIA STREET PHOENIX, AZ 85007		OTHER		\$0.00

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE: **GCEP-GOODYEAR, LLC**

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 11/8/2011

Signature */s/ David R. Agado*
David R. Agado
Managing Member

Date _____

Signature _____