

B1 (Official Form 1)(12/11)

<b>United States Bankruptcy Court Southern District of Texas</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>LPB, LLC d/b/a Sleep Inn &amp; Suites</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>20-8186757</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>1908 Country Place Parkway Pearland, TX</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>77584-2137</b>		ZIP Code
County of Residence or of the Principal Place of Business: <b>Brazoria</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>1908 Country Place Parkway Pearland, TX 77584-2137</b>		
<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (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.
<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 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).	
<b>Statistical/Administrative Information</b> <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 type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <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		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>LPB, LLC d/b/a Sleep Inn &amp; Suites</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>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</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.		(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).  <b>X</b> _____ 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>LPB, LLC d/b/a Sleep Inn &amp; Suites</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><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><b>X</b> _____ Signature of Debtor</p> <p><b>X</b> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><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><b>X</b> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Ronald J. Smeberg</u> Signature of Attorney for Debtor(s)</p> <p><u>Ronald J. Smeberg</u> Printed Name of Attorney for Debtor(s)</p> <p><u>The Smeberg Law Firm, PLLC</u> Firm Name</p> <p><b>11550 IH 10 West, Suite 180</b> <b>San Antonio, TX 78230</b></p> <p>_____ Address</p> <p style="text-align: right;"><b>Email: ron@smeberg.com</b></p> <p><u>210-695-6684</u> Telephone Number</p> <p><u>April 30, 2012</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 style="text-align: center;"><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><b>X</b> _____ 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 style="text-align: center;"><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><b>X</b> <u>/s/ Neelesh Bhakta</u> Signature of Authorized Individual</p> <p><u>Neelesh Bhakta</u> Printed Name of Authorized Individual</p> <p><u>Manager</u> Title of Authorized Individual</p> <p><u>April 30, 2012</u> Date</p>	

B4 (Official Form 4) (12/07)

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

In re LPB, LLC d/b/a Sleep Inn & Suites

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	<b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	<b>Water Service</b>		<b>609.00</b>
<b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	<b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	<b>Irrigation Service</b>		<b>12.10</b>
<b>Brazoria County Tax Assessor Collector 111 E. Locust Street Angleton, TX 77515</b>	<b>Brazoria County Tax Assessor Collector 111 E. Locust Street Angleton, TX 77515</b>	<b>Sleep Inn &amp; Suites including FF&amp;E Location: 1908 Country Place Parkway, Pearland TX 77584-2137</b>		<b>50,000.00 (2,280,000.00 secured) (4,091,000.00 senior lien)</b>
<b>Capital CDC 1250 South Capital of Texas Hwy, Bld 1, Suite 600 Austin, TX 78746</b>	<b>Capital CDC 1250 South Capital of Texas Hwy, Bld 1, Suite 600 Austin, TX 78746</b>	<b>Sleep Inn &amp; Suites including FF&amp;E Location: 1908 Country Place Parkway, Pearland TX 77584-2137</b>		<b>1,450,000.00 (2,280,000.00 secured) (2,641,000.00 senior lien)</b>
<b>Chase Bank Attn: Bankruptcy Dept. P.O. Box 94014 Palatine, IL 60094-4014</b>	<b>Chase Bank Attn: Bankruptcy Dept. P.O. Box 94014 Palatine, IL 60094-4014</b>	<b>Credit Card</b>		<b>12,407.00</b>
<b>Heartland Food Products 1900 West 47th Place Mission, KS 66205</b>	<b>Heartland Food Products 1900 West 47th Place Mission, KS 66205</b>	<b>Food Supplies</b>		<b>222.22</b>
<b>Hudson Energy P.O. Box 142109 Irving, TX 75014-2109</b>	<b>Hudson Energy P.O. Box 142109 Irving, TX 75014-2109</b>	<b>Energy Services</b>		<b>2,178.00</b>
<b>Lexyl Travel Technologies Attn: Bankruptcy Department 777 S. Flagler Dr. Ste 800 West Palm Beach, FL 33401</b>	<b>Lexyl Travel Technologies Attn: Bankruptcy Department 777 S. Flagler Dr. Ste 800 West Palm Beach, FL 33401</b>	<b>Travel Services</b>		<b>300.00</b>

B4 (Official Form 4) (12/07) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Protection First 3050 Center Pointe Dr. Suite 50 Roseville, MN 55113	Protection First 3050 Center Pointe Dr. Suite 50 Roseville, MN 55113	Repair services		259.80
Texas Comptroller of Public Accounts P.O. Box 149359 Austin, TX 78714-9359	Texas Comptroller of Public Accounts P.O. Box 149359 Austin, TX 78714-9359	Hotel Occupancy Tax and Sales tax on FF&E for Hotel.		Unknown
Wallis State Bank Attn. Beverly Fortner P.O. Box 339 Wallis, TX 77485	Wallis State Bank Attn. Beverly Fortner P.O. Box 339 Wallis, TX 77485	Sleep Inn & Suites Including FF&E Location: 1908 Country Place Parkway, Pearland TX 77584-2137		2,641,000.00  (2,280,000.00 secured)

B4 (Official Form 4) (12/07) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites  
Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

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

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

Date April 30, 2012

Signature /s/ Neelesh Bhakta  
**Neelesh Bhakta**  
**Manager**

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

B6 Summary (Official Form 6 - Summary) (12/07)

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

In re LPB, LLC d/b/a Sleep Inn & Suites,  
 Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	2,280,000.00		
B - Personal Property	Yes	9	326,788.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		4,141,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		15,988.12	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		18			
Total Assets			2,606,788.00		
				Total Liabilities	4,156,988.12

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

In re LPB, LLC d/b/a Sleep Inn & Suites,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		



B6A (Official Form 6A) (12/07)

In re LPB, LLC d/b/a Sleep Inn & Suites, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<b>Sleep Inn &amp; Suites (without FF&amp;E) Location: 1908 Country Place Parkway, Pearland TX 77584-2137</b>	<b>Fee simple</b>	<b>-</b>	<b>2,280,000.00</b>	<b>4,141,000.00</b>

Sub-Total > **2,280,000.00** (Total of this page)  
 Total > **2,280,000.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Wells Fargo Merchant Account xxxxx2903-- \$85,071</b> <b>Wells Fargo Payroll Account xxxxx2911-- \$4190</b> <b>Wells Fargo Operating Account xxxxx3240-- \$16634</b> <b>Wells Fargo Savings Account xxxxx5968-- \$100</b>  <b>Wallis State Bank Payroll Account xxxxx1238 --\$0</b> <b>Wallis State Bank Merchant Account xxxxx1246 --\$0</b> <b>Wallis State Bank Merchant Account xxxxx0126 --\$792</b>	-	<b>105,996.00</b>          <b>792.00</b>
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			
			Sub-Total >	<b>106,788.00</b>
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.	<b>X</b>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
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.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
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.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites,

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>Hotel FF&amp;E, See Attached list of original FFE. Per recent appraisal, FF&amp;E is worth approximately \$220,000.</b>	-	<b>220,000.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	<b>220,000.00</b>
(Total of this page)	
Total >	<b>326,788.00</b>

(Report also on Summary of Schedules)

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

ORIGINAL FILED REDUCED TO 33% OF ORIGINAL COST- Detail

	Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
<b>Parts</b>									
<b>3-DRAWER CHEST</b>									
	Invoice	10/02/2008	50295	650-316, 3 DRAWER CHEST; DESK BASE; 29-2/ SI / PEARLAND TX:GUEST ROOMS:TFW071683		66.00	149.31	9,854.46	9,854.46
Total 3-DRAWER CHEST								9,854.46	9,854.46
<b>ACCESSORY</b>									
	Invoice	10/02/2008	50291	IO001, IRON ORGANIZER W/BOARD HANGER ( SI / PEARLAND TX:GUEST ROOMS:PV0071683		72.00	7.76	558.72	558.72
	Invoice	10/02/2008	50312	06722 HAMLIN, CLOCK -EXERCISE ROOM SI / PEARLAND TX:PUBLIC SPACE:UM07288305		1.00	40.80	40.80	599.52
Total ACCESSORY								599.52	599.52
<b>ARTWORK</b>									
	Invoice	10/02/2008	50285	CD5208 24 X 24 GLASS SIZE MESMERIZED II (T SI / PEARLAND TX:GUEST ROOMS:AF07168305		37.00	35.40	1,309.80	1,309.80
	Invoice	10/02/2008	50285	CD5207 24 X 24 GLASS SIZE MESMERIZED I (T SI / PEARLAND TX:GUEST ROOMS:AF07168305		66.00	35.40	2,336.40	3,646.20
	Invoice	10/02/2008	50285	STU02(A), 18X22 GLASS SIZE-STU02(A) SYMBK SI / PEARLAND TX:GUEST ROOMS:AF07168305		66.00	44.85	2,960.10	6,606.30
	Invoice	10/02/2008	50285	LEE43, 39.5 X 33.5 GLASS SIZE- GOOD LUCK, 1 SI / PEARLAND TX:GUEST ROOMS:AF07168305		38.00	47.39	1,800.82	8,407.12
	Invoice	10/02/2008	50304	RDG05 SUNSET BY LISA RIDGERS; DOUBLE M SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	91.13	91.13	8,498.25
	Invoice	10/02/2008	50304	RDG19 SHORT BY LISA RIDGERS; DOUBLE MA SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	116.74	116.74	8,614.99
	Invoice	10/02/2008	50304	RDG20 TALL BY LISA RIDGERS; DOUBLE MATT SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	116.74	116.74	8,731.73
	Invoice	10/02/2008	50304	ABSTRACT PANEL I BY NORMAN WYATT; DBL SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	67.02	67.02	8,798.75
	Invoice	10/02/2008	50304	ABSTRACT PANEL II BY NORMAN WYATT; DBL SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	67.02	67.02	8,865.77
	Invoice	10/02/2008	50304	GOLD ON RED I BY NORMAN WYATT; DBL MAT SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	82.10	82.10	8,947.87
	Invoice	10/02/2008	50304	GOLD ON RED II BY NORMAN WYATT; DBL MAT SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	82.10	82.10	9,029.97
	Invoice	10/02/2008	50304	SEDONA I BY SUSAN OSBOURNE; DBL MAT- IN SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	101.73	101.73	9,131.70
	Invoice	10/02/2008	50304	SEDONA II BY SUSAN OSBOURNE; DBL MAT- II SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	101.73	101.73	9,233.43
	Invoice	10/02/2008	50304	AA20109 MANZANA II BY JOSEF CODINA; DOUE SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	50.90	50.90	9,284.33
	Invoice	10/02/2008	50304	AA20108 LA PERA NUMERO DOS BY JOSEF CC SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	50.90	50.90	9,335.23
	Invoice	10/02/2008	50304	AA20110 MANZANA I BY JOSEF CODINA; DOUB SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	50.90	50.90	9,386.13
	Invoice	10/02/2008	50304	AA20111 LA PERA NUMERO UNO BY JOSEF CC SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	50.90	50.90	9,437.03
	Invoice	10/02/2008	50304	TCU20334 POPPY POSE I 28X22, DBL MAT- INN SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	84.83	84.83	9,521.86
	Invoice	10/02/2008	50304	TCU20335 POPPY POSE II 28X22, DBL MAT- INN SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	84.83	84.83	9,606.69
Total ARTWORK								9,606.69	9,606.69
<b>BAR STOOL</b>									
	Invoice	10/02/2008	50308	951-30 AMERIWOOD BARSTOOL; FRAMER VEL SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		4.00	131.00	524.00	524.00
Total BAR STOOL								524.00	524.00
<b>BED BASE</b>									
	Invoice	10/02/2008	50288	J75MB66, KING 7 1/2" STEEL BEDBASE SI / PEARLAND TX:GUEST ROOMS:MM0716830		45.00	77.95	3,507.75	3,507.75
	Invoice	10/02/2008	50288	J75MB50, QUEEN 7 1/2" STEEL BEDBASE SI / PEARLAND TX:GUEST ROOMS:MM0716830		36.00	75.90	2,732.40	6,240.15
	Invoice	10/02/2008	50288	ADA-3456, ADJUSTABLE LOW PROFILE BEDFR SI / PEARLAND TX:GUEST ROOMS:MM0716830		4.00	53.54	214.16	6,454.31
	Invoice	10/02/2008	50288	STEEL SURCHARGE SI / PEARLAND TX:GUEST ROOMS:MM0716830		4.00	16.43	65.72	6,520.03
Total BED BASE								6,520.03	6,520.03
<b>BED FRAME</b>									
	Invoice	01/16/2009	51017	NI-415 Twin Deluxe Insta-lock Bed frame SI / PEARLAND TX:1 MISC 2009:MM01059305		1.00	35.72	35.72	35.72
	Invoice	01/16/2009	51017	NI-455Q Queen Deluxe Insta-Lock Bed Frame SI / PEARLAND TX:1 MISC 2009:MM01059305		1.00	46.28	46.28	82.00
Total BED FRAME								82.00	82.00
<b>BLANKET</b>									
	Invoice	10/02/2008	50294	STX3553090, 108X90 KING FLEECE BLANKET- I SI / PEARLAND TX:GUEST ROOMS:ST07168305		54.00	15.53	838.62	838.62
	Invoice	10/02/2008	50294	STX3553040, 90X90 QUEEN FLEECE BLANKET- SI / PEARLAND TX:GUEST ROOMS:ST07168305		48.00	13.31	638.88	1,477.50
Total BLANKET								1,477.50	1,477.50
<b>CHAIR</b>									
	Invoice	10/02/2008	50308	567 WITH STACK BAR; FRAME WT-5 BLACK CH SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		25.00	75.99	1,899.75	1,899.75
	Invoice	10/02/2008	50308	951 AMERIWOOD CHAIR; FRAME VELVETOUUCI SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		18.00	109.25	1,966.50	3,866.25
	Invoice	10/02/2008	50308	500; GRADE 4 CLC-406 PAPRIKA; FRAME FINIS SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		4.00	44.59	178.36	4,044.61
	Invoice	10/02/2008	50311	STXC9950 MILAN DESK CHAIR- ERGO, BLACK I SI / PEARLAND TX:PUBLIC SPACE:ST07288305		4.00	89.99	359.96	4,404.57
Total CHAIR								4,404.57	4,404.57

ORIGINAL PRICED REDUCED TO 33% OF ORIGINAL COST- Detail

	Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
<b>CLOCK RADIO</b>									
	Invoice	10/02/2008	50294	STX317M, CLOCK RADIO W/MP3 INPUT (20/CS) SI / PEARLAND TX:GUEST ROOMS:ST07168305		80.00	8.79	703.20	703.20
Total CLOCK RADIO								703.20	703.20
<b>COCKTAIL TABLE</b>									
	Invoice	10/02/2008	50295	650-125, COCKTAIL TABLE; 36X21X17 SI / PEARLAND TX:GUEST ROOMS:TFW071683		37.00	126.63	4,685.31	4,685.31
	Invoice	10/02/2008	50299	#5984-48 ROUND COCKTAIL TABLE, LEVEL 3 SI / PEARLAND TX:PUBLIC SPACE:PG07288305		2.00	149.50	299.00	4,984.31
Total COCKTAIL TABLE								4,984.31	4,984.31
<b>COFFEE MAKER</b>									
	Invoice	10/02/2008	50294	STX501, COFFEE MAKER; 4 CUP FIVESTAR; BL SI / PEARLAND TX:GUEST ROOMS:ST07168305		72.00	15.59	1,122.48	1,122.48
Total COFFEE MAKER								1,122.48	1,122.48
<b>COVERLET</b>									
	Invoice	10/02/2008	50296	QUEEN COVERLET- THROW STYLE, SELF LINE SI / PEARLAND TX:GUEST ROOMS:KI07178305		41.00	85.30	3,497.30	3,497.30
	Invoice	10/02/2008	50296	KING COVERLET- THROW STYLE, SELF LINED, SI / PEARLAND TX:GUEST ROOMS:KI07178305		51.00	87.99	4,487.49	7,984.79
Total COVERLET								7,984.79	7,984.79
<b>DESK</b>									
	Invoice	10/02/2008	50295	650-317, DESK TOP- RIGHT; 83.25LX30D SI / PEARLAND TX:GUEST ROOMS:TFW071683		33.00	149.31	4,927.23	4,927.23
	Invoice	10/02/2008	50295	650-318, DESK TOP- LEFT; 83.25LX30D SI / PEARLAND TX:GUEST ROOMS:TFW071683		33.00	149.31	4,927.23	9,854.46
Total DESK								9,854.46	9,854.46
<b>DUST SKIRT</b>									
	Invoice	10/02/2008	50296	QUEEN BEDSKIRT- TAILORED, POLY COTTON SI / PEARLAND TX:GUEST ROOMS:KI07178305		39.00	48.43	1,888.77	1,888.77
	Invoice	10/02/2008	50296	QUEEN BEDSKIRT- ADA ROOM- TAILORED, PO SI / PEARLAND TX:GUEST ROOMS:KI07178305		3.00	48.43	145.29	2,034.06
	Invoice	10/02/2008	50296	KING BEDSKIRT- TAILORED, POLY COTTON DE SI / PEARLAND TX:GUEST ROOMS:KI07178305		49.00	53.33	2,613.17	4,647.23
	Invoice	10/02/2008	50296	KING BEDSKIRT- TAILORED, POLY COTTON DE SI / PEARLAND TX:GUEST ROOMS:KI07178305		3.00	53.33	159.99	4,807.22
Total DUST SKIRT								4,807.22	4,807.22
<b>END TABLE</b>									
	Invoice	10/02/2008	50295	650-216, END TABLE- ADA ROOMS ONLY; 18X2 SI / PEARLAND TX:GUEST ROOMS:TFW071683		3.00	121.91	365.73	365.73
	Invoice	10/02/2008	50299	#5984-03 ROUND END TABLE, LEVEL 3 SI / PEARLAND TX:PUBLIC SPACE:PG07288305		2.00	149.50	299.00	664.73
Total END TABLE								664.73	664.73
<b>ERGO CHAIR</b>									
	Invoice	10/02/2008	50294	STXC9950, MILAN DESK CHAIR- ERGO, BLACK SI / PEARLAND TX:GUEST ROOMS:ST07168305		66.00	89.99	5,939.34	5,939.34
Total ERGO CHAIR								5,939.34	5,939.34
<b>FITNESS EQUIPMENT</b>									
	Invoice	10/02/2008	50301	TR9750, TREADMILL; 3.0hp, 22x58" BELT, CLUB SI / PEARLAND TX:PUBLIC SPACE:HF07288305		1.00	1,880.55	1,880.55	1,880.55
	Invoice	10/02/2008	50301	THFTBT SINGLE STACK TOTAL BODY TRAINERF SI / PEARLAND TX:PUBLIC SPACE:HF07288305		1.00	1,880.55	1,880.55	3,761.10
	Invoice	10/02/2008	50301	XT9800, ELLIPTICAL SI / PEARLAND TX:PUBLIC SPACE:HF07288305		1.00	2,069.55	2,069.55	5,830.65
Total FITNESS EQUIPMENT								5,830.65	5,830.65
<b>FRT EST DUE TO CHANGE</b>									
	Invoice	10/02/2008	50284	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:AR07168305		1.00	147.01	147.01	147.01
	Invoice	10/02/2008	50285	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:AF07168305		1.00	2,100.00	2,100.00	2,247.01
	Invoice	10/02/2008	50286	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:ES07168305		1.00	2,006.90	2,006.90	4,253.91
	Invoice	10/02/2008	50288	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:MM07168305		1.00	987.82	987.82	5,241.73
	Invoice	10/02/2008	50289	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:PC07168305		1.00	1,474.15	1,474.15	6,715.88
	Invoice	10/02/2008	50290	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:PF07168305		1.00	959.18	959.18	7,675.06
	Invoice	10/02/2008	50291	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:PV007168305		1.00	377.16	377.16	8,052.22
	Invoice	10/02/2008	50294	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:ST07168305		1.00	2,385.00	2,385.00	10,437.22
	Invoice	10/02/2008	50295	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:TFW071683		1.00	4,919.53	4,919.53	15,356.75
	Invoice	10/02/2008	50296	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:KI07178305		1.00	1,698.92	1,698.92	17,055.67
	Invoice	10/02/2008	50300	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:AU07288305		1.00	559.08	559.08	17,614.75
	Invoice	10/02/2008	50301	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:HF07288305		1.00	535.00	535.00	18,149.75
	Invoice	10/02/2008	50302	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:MD07288305		1.00	45.59	45.59	18,195.34

ORIGINAL FREIGHT REDUCED TO 33% OF ORIGINAL COST Detail

Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
Invoice	10/02/2008	50303	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:MW07288305		1.00	290.80	290.80	18,486.14
Invoice	10/02/2008	50304	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:AF07288305		1.00	342.30	342.30	18,828.44
Invoice	10/02/2008	50305	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		1.00	630.48	630.48	19,458.92
Invoice	10/02/2008	50306	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:GF07288305		1.00	633.65	633.65	20,092.57
Invoice	10/02/2008	50307	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	559.06	559.06	20,651.63
Invoice	10/02/2008	50308	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:MTS07288305		1.00	1,287.04	1,287.04	21,938.67
Invoice	10/02/2008	50309	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:PV07288305		1.00	139.57	139.57	22,078.24
Invoice	10/02/2008	50310	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:RM07288305		1.00	140.00	140.00	22,218.24
Invoice	10/02/2008	50311	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:ST07288305		1.00	60.00	60.00	22,278.24
Invoice	10/02/2008	50312	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:UM07288305		1.00	20.36	20.36	22,298.60
Total FRT EST DUE TO CHANGE							22,298.60	22,298.60
<b>HAIR DRYER</b>								
Invoice	10/02/2008	50287	134BW, HAIR DRYER- WALL MNT-W/NIGHTLIG SI / PEARLAND TX:GUEST ROOMS:CN07168305		68.00	18.10	1,230.80	1,230.80
Total HAIR DRYER							1,230.80	1,230.80
<b>HARDWARE</b>								
Invoice	10/02/2008	50296	68" CENTER OPEN BATON ROD; WALL MOUNT SI / PEARLAND TX:GUEST ROOMS:KI07178305		67.00	36.78	2,464.26	2,464.26
Invoice	10/02/2008	50296	ADA BATONS SI / PEARLAND TX:GUEST ROOMS:KI07178305		3.00	3.85	11.55	2,475.81
Total HARDWARE							2,475.81	2,475.81
<b>HEADBOARD</b>								
Invoice	10/02/2008	50295	650-557, QUEEN HEADBOARD- NO SCREENPR SI / PEARLAND TX:GUEST ROOMS:TFW071683		38.00	103.95	3,950.10	3,950.10
Invoice	10/02/2008	50295	650-559, KING HEADBOARD- NO SCREENPRIN SI / PEARLAND TX:GUEST ROOMS:TFW071683		47.00	163.50	7,684.50	11,634.60
Total HEADBOARD							11,634.60	11,634.60
<b>IRON</b>								
Invoice	10/02/2008	50287	WCI205, IRON- AUTO OFF; NON STICK; CONAIF SI / PEARLAND TX:GUEST ROOMS:CN07168305		71.00	14.99	1,064.29	1,064.29
Total IRON							1,064.29	1,064.29
<b>IRONING BOARD</b>								
Invoice	10/02/2008	50291	PV0210, IRONING BOARD- STD SIZE WITH PAD SI / PEARLAND TX:GUEST ROOMS:PV00716830		68.00	15.99	1,087.32	1,087.32
Invoice	10/02/2008	50291	PV4013-61, IRONING BOARD- STD SIZE; ADA D SI / PEARLAND TX:GUEST ROOMS:PV00716830		4.00	15.53	62.12	1,149.44
Total IRONING BOARD							1,149.44	1,149.44
<b>LIGHTING</b>								
Invoice	10/02/2008	50289	87-R390M-07G, NIGHTSTAND LAMP; QUEEN R SI / PEARLAND TX:GUEST ROOMS:PC07168305		19.00	50.33	956.27	956.27
Invoice	10/02/2008	50289	87-S15-07G, NIGHTSTAND LAMP; KING ROOM; SI / PEARLAND TX:GUEST ROOMS:PC07168305		94.00	42.35	3,980.90	4,937.17
Invoice	10/02/2008	50289	85-3804-F7 with a Clay Sandstone Linen Shade #1 SI / PEARLAND TX:GUEST ROOMS:PC07168305		63.00	59.95	3,776.85	8,714.02
Invoice	10/02/2008	50289	87-S15-07G, END TABLE LAMP; ADA ROOMS; S SI / PEARLAND TX:GUEST ROOMS:PC07168305		3.00	42.35	127.05	8,841.07
Invoice	10/02/2008	50289	87-RC-114-99, DESK LAMP; ALL ROOMS; 3 WA1 SI / PEARLAND TX:GUEST ROOMS:PC07168305		66.00	43.69	2,883.54	11,724.61
Invoice	10/02/2008	50302	Z199DLH MADISON BRONZE, TABLE LAMPS LC SI / PEARLAND TX:PUBLIC SPACE:MD07288305		2.00	45.31	90.62	11,815.23
Total LIGHTING							11,815.23	11,815.23
<b>LOUNGE CHAIR</b>								
Invoice	10/02/2008	50286	CUSTOM LOUNGE CHAIR; UPHOLSTERY KRA SI / PEARLAND TX:GUEST ROOMS:ES07168305		28.00	477.25	13,363.00	13,363.00
Invoice	10/02/2008	50300	LOUNGE CHAIR 306-01; UPHOLSTERY SCOTT SI / PEARLAND TX:PUBLIC SPACE:AU07288305		5.00	345.00	1,725.00	15,088.00
Total LOUNGE CHAIR							15,088.00	15,088.00
<b>MATTRESS</b>								
Invoice	10/02/2008	50292	EASTERN KING PERFECT SLEEPER CHOICE P SI / PEARLAND TX:GUEST ROOMS:SCS0716830		47.00	459.00	21,573.00	21,573.00
Invoice	10/02/2008	50292	QUEEN PERFECT SLEEPER CHOICE PLUSH SI SI / PEARLAND TX:GUEST ROOMS:SCS0716830		38.00	344.00	13,072.00	34,645.00
Invoice	01/16/2009	51016	PERFECT SLEEPER CHOICE PLUSH QUEEN SI SI / PEARLAND TX:GUEST ROOMS:SCS0716830		1.00	344.00	344.00	34,989.00
Invoice	01/16/2009	51016	PERFECT SLEEPER CHOICE PLUSH FXL SET SI / PEARLAND TX:GUEST ROOMS:SCS0716830		1.00	314.00	314.00	35,303.00
Total MATTRESS							35,303.00	35,303.00
<b>MATTRESS PAD</b>								
Invoice	10/02/2008	50294	STX3421600, 76X80 KING 14OZ MATTRESS PA SI / PEARLAND TX:GUEST ROOMS:ST07168305		52.00	22.99	1,195.48	1,195.48
Invoice	10/02/2008	50294	STX3421550, 60X80 QUEEN 14OZ MATTRESS F SI / PEARLAND TX:GUEST ROOMS:ST07168305		45.00	19.54	879.30	2,074.78
Total MATTRESS PAD							2,074.78	2,074.78

ORIGINAL FILED TO 33% OF ORIGINAL COST- Detail

	Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
<b>MICRO / FRIDGE CABINET</b>									
	Invoice	10/02/2008	50294	STX445053, APPLIANCE CABINET; 23.5X23.25X SI / PEARLAND TX:GUEST ROOMS:ST07168305		66.00	100.09	6,605.94	6,605.94
	Credit Memo	02/02/2009	CM51129	STX445053, APPLIANCE CABINET; 23.5X23.25X SI / PEARLAND TX:GUEST ROOMS:ST07168305		-66.00	100.09	-6,605.94	0.00
	Invoice	02/05/2009	51137	KDRC-588CH DARK CHERRY MICRO FRIDGE ( SI / PEARLAND TX:GUEST ROOMS:TT01309305		66.00	100.09	6,605.94	6,605.94
Total MICRO / FRIDGE CABINET								6,605.94	6,605.94
<b>MICROWAVE</b>									
	Invoice	10/02/2008	50293	TMO-630-BK, .65CF TURNTABLE MICROWAVE; SI / PEARLAND TX:GUEST ROOMS:TT07168305		66.00	71.04	4,688.64	4,688.64
Total MICROWAVE								4,688.64	4,688.64
<b>MIRROR</b>									
	Invoice	10/02/2008	50285	30X39 OD, NO BEVEL, VANITY MIRROR, 1-1/4" SI / PEARLAND TX:GUEST ROOMS:AF07168305		63.00	39.45	2,485.35	2,485.35
	Invoice	10/02/2008	50285	24X36 OD, NO BEVEL, VANITY MIRROR, 1-1/4" SI / PEARLAND TX:GUEST ROOMS:AF07168305		3.00	32.69	98.07	2,583.42
	Invoice	10/02/2008	50295	650-211, MIRROR; 29X45.5" SI / PEARLAND TX:GUEST ROOMS:TFW071683		23.00	99.63	2,291.49	4,874.91
	Invoice	10/02/2008	50304	30X36 BATH VANITY MIRROR; 1" BEVEL; FRAM SI / PEARLAND TX:PUBLIC SPACE:AF07288305		2.00	105.11	210.22	5,085.13
	Invoice	10/02/2008	50310	2111-P SMOKE BLACK FRAME; SECURITY CLE/ SI / PEARLAND TX:PUBLIC SPACE:RM07288305		1.00	344.50	344.50	5,429.63
Total MIRROR								5,429.63	5,429.63
<b>MISC</b>									
	Invoice	10/02/2008	50294	STX4402121, LUGGAGE RACK -CHROME FINIS SI / PEARLAND TX:GUEST ROOMS:ST07168305		66.00	16.79	1,108.14	1,108.14
	Invoice	10/02/2008	50298	#21999 MOEN INSPIRE SHOWER HEAD; CHROI SI / PEARLAND TX:GUEST ROOMS:LT08218305		23.00	78.76	1,811.48	2,919.62
	Invoice	10/02/2008	50298	#40966 QUEEN 6ga ZIPPERED MATTRESS PRC SI / PEARLAND TX:GUEST ROOMS:LT08218305		42.00	15.72	660.24	3,579.86
	Invoice	10/02/2008	50298	#60966 KING ZIPPERED MATTRESS PROTECT SI / PEARLAND TX:GUEST ROOMS:LT08218305		52.00	19.02	989.04	4,568.90
	Invoice	10/02/2008	50307	BS5-121512-3; ASSEMBLED BOX LOCKER; 15 C SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	561.12	561.12	5,130.02
	Invoice	10/02/2008	50307	SN-2 GREY ENAMEL, SAFETY DEPOSIT BOX W SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	235.20	235.20	5,365.22
	Invoice	10/02/2008	50307	SN-6 GREY ENAMEL, SAFETY DEPOSIT BOX - F SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	287.84	287.84	5,653.06
	Invoice	10/02/2008	50307	RCP-3964 BEI- RUBBERMAID PLAZA- BEIGE, W SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	357.16	357.16	6,010.22
	Invoice	10/02/2008	50307	RCP-8180-88 BEI WITH DOORS, PLASTIC ASH/ SI / PEARLAND TX:PUBLIC SPACE:LT07288305		1.00	304.92	304.92	6,315.14
	Invoice	10/02/2008	50309	PVBC03 LUGGAGE CART- POL SS W/CHARCO SI / PEARLAND TX:PUBLIC SPACE:PV07288305		1.00	385.00	385.00	6,700.14
Total MISC								6,700.14	6,700.14
<b>NIGHTSTAND</b>									
	Invoice	10/02/2008	50295	650-814, NIGHTSTAND; 1 DWR; 20X18X24 SI / PEARLAND TX:GUEST ROOMS:TFW071683		113.00	127.58	14,416.54	14,416.54
Total NIGHTSTAND								14,416.54	14,416.54
<b>OTTOMAN</b>									
	Invoice	10/02/2008	50286	CUSTOM OTTOMAN; UPHOLSTERY KRAVET 3/ SI / PEARLAND TX:GUEST ROOMS:ES07168305		26.00	217.35	5,651.10	5,651.10
Total OTTOMAN								5,651.10	5,651.10
<b>PILLOW</b>									
	Invoice	10/02/2008	50286	8X14 BOLSTER, UPH: KRAVET 3489AG-CUSTO SI / PEARLAND TX:GUEST ROOMS:ES07168305		76.00	28.75	2,185.00	2,185.00
	Invoice	10/02/2008	50290	11597 STD PILLOW- OPTIFORM (12/CS) (ACTU/ SI / PEARLAND TX:GUEST ROOMS:PF07168305		528.00	4.69	2,476.32	4,661.32
	Invoice	10/02/2008	50300	18X18; UPHOLSTERY SCOTT FABRIC PRINCE/ SI / PEARLAND TX:PUBLIC SPACE:AU07288305		2.00	38.40	76.80	4,738.12
Total PILLOW								4,738.12	4,738.12
<b>POOL FURNITURE</b>									
	Invoice	10/02/2008	50306	7FT 8 RIB MARKET UMBRELLA- SUNBRELLA F/ SI / PEARLAND TX:PUBLIC SPACE:GF07288305		1.00	172.53	172.53	172.53
	Invoice	10/02/2008	50306	98607066 UMBRELLA BASE; SANDSTONE SI / PEARLAND TX:PUBLIC SPACE:GF07288305		1.00	83.17	83.17	255.70
	Invoice	10/02/2008	50306	US092066 PACIFIC FANBACK; SANDSTONE (4/ SI / PEARLAND TX:PUBLIC SPACE:GF07288305		4.00	34.95	139.80	395.50
	Invoice	10/02/2008	50306	44031066 BAHIA CHAISE ; SANDSTONE (6/CS) SI / PEARLAND TX:PUBLIC SPACE:GF07288305		6.00	89.37	536.22	931.72
	Invoice	10/02/2008	50306	98239231 ROYAL BLUE CHAISE CUSHION SI / PEARLAND TX:PUBLIC SPACE:GF07288305		6.00	86.71	520.26	1,451.98
	Invoice	10/02/2008	50306	99891304 WHITE, TABLETOP; 48" ROUND MEL/ SI / PEARLAND TX:PUBLIC SPACE:GF07288305		1.00	101.75	101.75	1,553.73
	Invoice	10/02/2008	50306	US850066 TABLE BASE; Y-LEG; SANDSTONE SI / PEARLAND TX:PUBLIC SPACE:GF07288305		1.00	61.05	61.05	1,614.78
	Invoice	10/02/2008	50306	US529866 MIAMI TABLE; SANDSTONE (6/CS), 1 SI / PEARLAND TX:PUBLIC SPACE:GF07288305		4.00	13.51	54.04	1,668.82
Total POOL FURNITURE								1,668.82	1,668.82
<b>REFRIGERATOR UNIT</b>									
	Invoice	10/02/2008	50293	TR-5SD-BK, 3.88CF REFRIGERATOR; AUTO DE SI / PEARLAND TX:GUEST ROOMS:TT07168305		66.00	152.90	10,091.40	10,091.40
Total REFRIGERATOR UNIT								10,091.40	10,091.40



ORIGINAL FREIGHT REDUCED TO 33% OF ORIGINAL COST- Detail

	Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
<b>SHOWER CURTAIN</b>									
	Invoice	10/02/2008	50284	HBH49MYS01X, SHOWER CURTAIN; 71X77, MY SI / PEARLAND TX:GUEST ROOMS:AR0716830		36.00	14.73	530.28	530.28
Total SHOWER CURTAIN								530.28	530.28
<b>SLEEPER SOFA</b>									
	Invoice	10/02/2008	50286	9570FSL FULL SIZE SOFA SLEEPER; UPH MOM SI / PEARLAND TX:GUEST ROOMS:ES0716830		38.00	675.80	25,680.40	25,680.40
Total SLEEPER SOFA								25,680.40	25,680.40
<b>SOFA</b>									
	Invoice	10/02/2008	50300	301-FS; UPHOLSTERY FABRICUT NADIR RUBY SI / PEARLAND TX:PUBLIC SPACE:AU0728830		1.00	750.00	750.00	750.00
Total SOFA								750.00	750.00
<b>TABLE</b>									
	Invoice	10/02/2008	50303	618F-7054BB, 18x72 CLASSROOM TABLE, WILC SI / PEARLAND TX:PUBLIC SPACE:MW0728830		10.00	96.26	962.60	962.60
Total TABLE								962.60	962.60
<b>TABLE BASE</b>									
	Invoice	10/02/2008	50308	CI-30-3LS; BLACK WRINKLE, TABLE BASE FOR SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		3.00	34.09	102.27	102.27
	Invoice	10/02/2008	50308	CI-22-3LS; BLACK WRINKLE, TABLE BASE FOR SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		3.00	28.16	84.48	186.75
	Invoice	10/02/2008	50308	CI-22-3LS; BLACK WRINKLE, TABLE BASE- BRE SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		1.00	28.16	28.16	214.91
Total TABLE BASE								214.91	214.91
<b>TABLE TOP</b>									
	Invoice	10/02/2008	50308	350 SERIES; WOOD EDGE FINISH MAPLE W4 M SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		3.00	165.11	495.33	495.33
	Invoice	10/02/2008	50308	350 SERIES; WOOD EDGE FINISH MAPLE W4 M SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		3.00	102.60	307.80	803.13
	Invoice	10/02/2008	50308	210 SERIES 30X30; LAMINATE PIONITE AT291-1 SI / PEARLAND TX:PUBLIC SPACE:MTS0728830		1.00	54.26	54.26	857.39
Total TABLE TOP								857.39	857.39
<b>TV MOUNT</b>									
	Invoice	10/02/2008	50297	ST632P Wall Tilt Mount for Samsung CMX32H SI / PEARLAND TX:GUEST ROOMS:PL0716830		30.00	31.78	953.40	953.40
	Invoice	10/02/2008	50297	ST640P Wall Tilt Mount for Samsung LN40A450C SI / PEARLAND TX:GUEST ROOMS:PL0716830		2.00	66.83	133.66	1,087.06
	Invoice	01/06/2009	50906	LC200WP SWIVEL WALL MOUNT FOR CUTIS M SI / PEARLAND TX:GUEST ROOMS:LY1023830		38.00	82.70	3,142.60	4,229.66
Total TV MOUNT								4,229.66	4,229.66
<b>WINDOW TREATMENT</b>									
	Invoice	10/02/2008	50296	80FW X 67FL CENTER OPEN WALL MOUNT DR SI / PEARLAND TX:GUEST ROOMS:KI0717830		67.00	173.20	11,604.40	11,604.40
	Invoice	10/02/2008	50305	35"X84" WOOD BLIND 2"; FINISH 67107 PECAN, SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		8.00	130.98	1,047.84	12,652.24
	Invoice	10/02/2008	50305	37"X84" WOOD BLIND 2"; FINISH 67107 PECAN, SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		2.00	140.47	280.94	12,933.18
	Invoice	10/02/2008	50305	288LX14HX4"RETURN; FC-1 CORNICE WITH 1/2" SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		1.00	1,163.89	1,163.89	14,097.07
	Invoice	10/02/2008	50305	80LX14HX4"RETURN; FC-1 CORNICE WITH 1/2" SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		1.00	373.95	373.95	14,471.02
	Invoice	10/02/2008	50305	31"X84" WOOD BLIND 2"; FINISH 67107 PECAN, SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		8.00	110.44	883.52	15,354.54
	Invoice	10/02/2008	50305	138LX14HX4"RETURN; FC-1 CORNICE WITH 1/2" SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		2.00	582.53	1,165.06	16,519.60
	Invoice	10/02/2008	50305	42X60" WOOD BLIND 2"; FINISH 67107 PECAN, SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		4.00	112.06	448.24	16,967.84
	Invoice	10/02/2008	50305	46LX14HX4"RETURN; V-2 TAILORED VALANCE SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		4.00	298.68	1,194.72	18,162.56
	Invoice	10/02/2008	50305	56X60" WOOD BLIND 2"; FINISH 67107 PECAN, SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		2.00	140.27	280.54	18,443.10
	Invoice	10/02/2008	50305	60LX14HX4"RETURN; V-2 TAILORED VALANCE SI / PEARLAND TX:PUBLIC SPACE:FTC0728305		2.00	298.68	597.36	19,040.46
Total WINDOW TREATMENT								19,040.46	19,040.46
Total Parts								291,350.53	291,350.53
<b>Service</b>									
<b>FREIGHT</b>									
<b>FREE FREIGHT</b>									
	Invoice	10/02/2008	50287	FREIGHT PRE-PAID ON THIS ORDER SUBJECT SI / PEARLAND TX:GUEST ROOMS:CN0716830		1.00	0.00	0.00	0.00
	Invoice	10/02/2008	50292	FREIGHT PRE-PAID ON THIS ORDER SUBJECT SI / PEARLAND TX:GUEST ROOMS:SCS0716830		1.00	0.00	0.00	0.00
	Invoice	10/02/2008	50293	FREIGHT PRE-PAID ON THIS ORDER SUBJECT SI / PEARLAND TX:GUEST ROOMS:TT0716830		1.00	0.00	0.00	0.00
	Invoice	10/02/2008	50297	FREIGHT PRE-PAID ON THIS ORDER SUBJECT SI / PEARLAND TX:GUEST ROOMS:PL0716830		1.00	0.00	0.00	0.00
Total FREE FREIGHT								0.00	0.00

ORIGINAL FREIGHT REDUCED TO 33% OF ORIGINAL COST- Detail

	Type	Date	Num	Memo	Name	Qty	Sales Price	Amount	Balance
<b>FREIGHT ESTIMATE</b>									
	Invoice	10/02/2008	50298	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:LT08218305		1.00	296.80	296.80	296.80
	Invoice	10/02/2008	50299	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:PUBLIC SPACE:PG07288305		1.00	230.57	230.57	527.37
	Invoice	01/06/2009	50906	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:LY10238305		1.00	220.00	220.00	747.37
	Invoice	01/16/2009	51017	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:1 MISC 2009:MM01059305		1.00	30.00	30.00	777.37
	Invoice	02/05/2009	51137	FREIGHT ESTIMATE-DUE TO THE RAPIDLY RIS SI / PEARLAND TX:GUEST ROOMS:TT01309305		1.00	605.00	605.00	1,382.37
Total FREIGHT ESTIMATE								1,382.37	1,382.37
<b>FREIGHT ESTIMATE 1</b>									
	Invoice	01/16/2009	51017	CUSTOMER IS RESPONSIBLE FOR ANY AND AI SI / PEARLAND TX:1 MISC 2009:MM01059305		1.00	0.00	0.00	0.00
	Invoice	02/05/2009	51137	CUSTOMER IS RESPONSIBLE FOR ANY AND AI SI / PEARLAND TX:GUEST ROOMS:TT01309305		1.00	0.00	0.00	0.00
Total FREIGHT ESTIMATE 1								0.00	0.00
<b>FREIGHT - Other</b>									
	Credit Memo	01/21/2009	CM51042	CREDIT ON FREIGHT TFW07168305	SI / PEARLAND TX:GUEST ROOMS:TFW071683	-1.00	26.57	-26.57	-26.57
	Credit Memo	02/02/2009	CM51129	FREIGHT ESTIMATE - SUBJECT TO CHANGE P	SI / PEARLAND TX:GUEST ROOMS:ST07168305	-1.00	605.00	-605.00	-631.57
Total FREIGHT - Other								-631.57	-631.57
Total FREIGHT								750.80	750.80
<b>Installation</b>									
	Invoice	10/02/2008	50301	EX ROOM EQUIPMENT INSTALLATION	SI / PEARLAND TX:PUBLIC SPACE:HF07288305	1.00	654.50	654.50	654.50
	Invoice	10/02/2008	50305	INSTALLATION AND PREMEASURE CHARGE B	SI / PEARLAND TX:PUBLIC SPACE:FTC0728305	1.00	825.50	825.50	1,480.00
Total Installation								1,480.00	1,480.00
<b>SUBCONTRACT LABOR</b>									
Total SUBCONTRACT LABOR	Invoice	10/02/2008	50296	PROFESSIONAL INSTALLATION & MEASURE B	SI / PEARLAND TX:GUEST ROOMS:KI07178305	1.00	2,520.31	2,520.31	2,520.31
Total Service								4,751.11	4,751.11
<b>TOTAL</b>								<b>296,101.64</b>	<b>296,101.64</b>
							33% of new Cost	98690.68	98690.68

B6D (Official Form 6D) (12/07)

In re **LBP, LLC d/b/a Sleep Inn**

Case No. \_\_\_\_\_

Debtor(s)

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
ACCOUNT NO.								
<b>Brazoria County Tax Assessor Collector 111 E. Locust Street Angleton, TX 77515</b>								
		<b>2011</b>						
		<b>Statutory Lien</b>						
		<b>Sleep Inn &amp; Suites including FF&amp;E Location: 1908 Country Place Parkway, Pearland TX 77584-2137</b>						
	<b>N A</b>							
		<b>VALUE</b>					<b>\$50,000.00</b>	<b>\$0</b>

B6D (Official Form 6D) (12/07) - Cont.

In re **LBP, LLC d/b/a Sleep Inn**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H U S B A N D	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. <b>x6-640</b>	X	N A	<b>10/14/2009</b>					
<b>Capital CDC</b> <b>1250 South Capital of Texas Hwy,</b> <b>Bld 1, Suite 600</b> <b>Austin, TX 78746</b>			<b>Second Mortgage</b> <b>Sleep Inn &amp; Suites including</b> <b>FF&amp;E</b> <b>Location: 1908 Country Place</b> <b>Parkway, Pearland TX</b> <b>77584-2137</b>					<b>\$1,450,000.00</b>
ACCOUNT NO.	X	N A	<b>9/17/2007</b>					
<b>Wallis State Bank</b> <b>Attn. Beverly Fortner</b> <b>P.O. Box 339</b> <b>Wallis, TX 77485</b>			<b>First Mortgage</b> <b>Sleep Inn &amp; Suites Including</b> <b>FF&amp;E</b> <b>Location: 1908 Country Place</b> <b>Parkway, Pearland TX</b> <b>77584-2137</b>					<b>\$2,641,000.00</b>
Total(s) (Use only on last page)							<b>\$4,141,000.00</b>	<b>\$1,591,000.00</b>

(Report also on Summary of Schedules)

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

B6E (Official Form 6E) (4/10)

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

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

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

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

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

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

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

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

 **Domestic support obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$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).

\* 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.

B6E (Official Form 6E) (4/10) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>xxxxxxx1800</b>  <b>Texas Comptroller of Public Accounts P.O. Box 149359 Austin, TX 78714-9359</b>			<b>April 2012</b>  <b>Hotel Occupancy Tax and Sales tax on FF&amp;E for Hotel.</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.							<b>Unknown</b>	<b>22,000.00</b>
Account No.								
Account No.								
Account No.								
Account No.								

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

Total  
(Report on Summary of Schedules)

<b>0.00</b>	<b>0.00</b>
<b>0.00</b>	<b>22,000.00</b>
<b>0.00</b>	<b>0.00</b>
<b>0.00</b>	<b>22,000.00</b>

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

In re LPB, LLC d/b/a Sleep Inn & Suites, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>xxxxx-xxxxxx4264</b>  <b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	-	<b>April 2012 Irrigation Service</b>				<b>12.10</b>
Account No. <b>xxxxx-xxxxxx4257</b>  <b>Brazoria County Mud #4 Southwest Water Company P.O. Box 3037 Houston, TX 77253-3037</b>	-	<b>April 2012 Water Service</b>				<b>609.00</b>
Account No. <b>xxxx-xxxx-xxxx-0012</b>  <b>Chase Bank Attn: Bankruptcy Dept. P.O. Box 94014 Palatine, IL 60094-4014</b>	-	<b>2011 Credit Card</b>				<b>12,407.00</b>
Account No.  <b>Heartland Food Products 1900 West 47th Place Mission, KS 66205</b>	-	<b>April 2012 Food Supplies</b>				<b>222.22</b>
Subtotal (Total of this page)						<b>13,250.32</b>

1 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re LPB, LLC d/b/a Sleep Inn & Suites, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. <b>xxxxx0698</b>  <b>Hudson Energy</b> <b>P.O. Box 142109</b> <b>Irving, TX 75014-2109</b>		-	<b>March 2012</b> <b>Energy Services</b>				<b>2,178.00</b>	
Account No.  <b>Lexyl Travel Technologies</b> <b>Attn: Bankruptcy Department</b> <b>777 S. Flagler Dr. Ste 800</b> <b>West Palm Beach, FL 33401</b>		-	<b>2012</b> <b>Travel Services</b>				<b>300.00</b>	
Account No.  <b>Protection First</b> <b>3050 Center Pointe Dr. Suite 50</b> <b>Roseville, MN 55113</b>		-	<b>Repair services</b>				<b>259.80</b>	
Account No.								
Account No.								
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>2,737.80</b>
							Total (Report on Summary of Schedules)	<b>15,988.12</b>



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

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Choice Hotels</b> <b>Attn: Bankruptcy Department</b> <b>P.O. Box 99992</b> <b>Chicago, IL 60696-7792</b>	<b>Debtor's Franchise Company for Sleep Inn &amp; Suites Hotel. 4.65% of monthly gross revenue for royalties and 3.85% of monthly gross revenue for marketing. Choice is owed approximately \$16,000 in past due royalties.</b>
<b>Digital Direct Communications</b> <b>3605 N. Meyer</b> <b>Seabrook, TX 77586</b>	<b>Satellite Equipment Lease</b>
<b>Golden Gate Lending</b> <b>63 Lime Avenue</b> <b>Long Beach, CA 90802-5215</b>	<b>Pool Lift Equipment Lease.</b>
<b>Hospitality LCD</b> <b>2913 El Camino Real, Ste 814</b> <b>Tustin, CA 92782</b>	<b>TV leases.</b>
<b>Liberty Fire Protection</b> <b>P.O. Box 547</b> <b>Alvin, TX 77512</b>	<b>Alarm Monitoring \$129 per quarter.</b>
<b>ThyssenKrupp Elevator</b> <b>Attn: Bankruptcy Dept.</b> <b>500 Jefferson St., Suite 2030</b> <b>Houston, TX 77002</b>	<b>2 years remaining on 5 year maintenance contract. Cure amount is \$233.30</b>

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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

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

In re LPB, LLC d/b/a Sleep Inn & Suites

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

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

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Neelesh Bhakta 1908 Country Place Parkway Pearland, TX 77584</b>	<b>Capital CDC 1250 South Capital of Texas Hwy, Bld 1, Suite 600 Austin, TX 78746</b>
<b>Neelesh Bhakta 1908 Country Place Parkway Pearland, TX 77584</b>	<b>Wallis State Bank Attn. Beverly Fortner P.O. Box 339 Wallis, TX 77485</b>
<b>Pravinchandra Lal 24349 Anna Street Hayward, CA 94545</b>	<b>Capital CDC 1250 South Capital of Texas Hwy, Bld 1, Suite 600 Austin, TX 78746</b>
<b>Pravinchandra Lal 24349 Anna Street Hayward, CA 94545</b>	<b>Wallis State Bank Attn. Beverly Fortner P.O. Box 339 Wallis, TX 77485</b>
<b>Ramesh Patel 18103 Kings Row Houston, TX 77058</b>	<b>Capital CDC 1250 South Capital of Texas Hwy, Bld 1, Suite 600 Austin, TX 78746</b>
<b>Ramesh Patel 18103 Kings Row Houston, TX 77058</b>	<b>Wallis State Bank Attn. Beverly Fortner P.O. Box 339 Wallis, TX 77485</b>

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\_\_\_\_\_ continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

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

In re LPB, LLC d/b/a Sleep Inn & Suites

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 30, 2012

Signature /s/ Neelesh Bhakta

**Neelesh Bhakta  
Manager**

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

B7 (Official Form 7) (04/10)

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

In re LPB, LLC d/b/a Sleep Inn & Suites Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

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

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$635,376.00</b>	<b>Hotel Receipts 2010</b>
<b>\$802,811.00</b>	<b>Hotel Receipts 2011</b>
<b>\$229,974.00</b>	<b>Hotel Reciepts Through March 31, 2012</b>

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and 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.)

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

None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>See Attached Sheet</b>		<b>\$0.00</b>	<b>\$0.00</b>

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>Neelesh Bhakta 1908 Country Place Parkway Pearland, TX 77584-2137 Managing Member</b>	<b>Debtor is the hotel's general manager and is paid \$2000 every to weeks.</b>	<b>\$50,000.00</b>	<b>\$428.00</b>

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	-------------------------	---------------------------------	--------------------------

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

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

\* 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.

**5. Repossessions, foreclosures and returns**

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

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

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**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
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**9. Payments related to debt counseling or bankruptcy**

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**10. Other transfers**

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**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
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**12. Safe deposit boxes**

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

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

- None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

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

NAME

**17. Environmental Information.**

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**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.



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

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

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

NAME	ADDRESS	DATES SERVICES RENDERED
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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
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None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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**20. Inventories**

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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**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
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None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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**22 . Former partners, officers, directors and shareholders**

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

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

Date April 30, 2012

Signature /s/ Neelesh Bhakta  
**Neelesh Bhakta**  
**Manager**

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

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

CHECK

DATE AMOUNT REF #.

WALLIS BANK ACCOUNT

CNTRPT EN ENTEX ONLINE PMT CKF608422377POS	01/04	371.81	141288411360
COMCAST ONLINE PMT CKF608422377POS	01/04	482.72	141288416422
US FOODSERVICE VENDOR PAY 010553761300000	01/05	256.34	000017462585
SIGHT & SOUND ONLINE PMT CKF608422377POS	01/06	142.89	141282794676
THYSSENKRUPP ONLINE PMT CKF608422377POS	01/06	233.30	141282797392
US FOODSERVICE VENDOR PAY 011253761300000	01/12	302.31	000015532386
PSB HOSPITALITY ONLINE PMT CKF608422377POS	01/12	3,435.00	141285415052
AMERICAN HOTEL R ONLINE PMT CKF608422377POS	01/13	131.69	141287540098
WASTE MANAGEMENT ONLINE PMT CKF608422377POS	01/13	190.50	141284344475
BRAZORIA COUNTY ONLINE PMT CKF608422377POS	01/13	382.14	141287543138
PAYMENT TO R/E COMMERCIAL LOAN 47535	01/17	23,889.24	
SELECT PREMIUM S ONLINE PMT CKF608422377POS	01/20	696.40	141286137662
HTX ONLINE PMT CKF608422377POS	01/23	178.35	141289626648
BOOKING.COM B.V. ACH/DEB	01/23	339.96	001038836845
TX Webfile Tax PORTAL 902AA0009323295	01/24	2,910.10	000029729710
TX Webfile Tax PORTAL 902AA0009323236	01/24	3,952.41	000029729730
CHASE CARD SERV ONLINE PMT CKF608422377POS	01/27	5,000.00	141282385153
ECOLAB ONLINE PMT CKF608422377POS	01/31	291.31	141284806333
HUDSON ENERGY ONLINE PMT CKF608422377POS	01/31	1,794.11	141284808758
HEARTLAND FOOD P ONLINE PMT CKF608422377POS	02/06	222.22	141284217737
WASTE MANAGEMENT ONLINE PMT CKF608422377POS	02/14	181.00	141289228279
COMCAST ONLINE PMT CKF608422377POS	02/14	484.26	141288959535

WELLS FARGO BANK

4/30/2012	CHECK # 1522 (SANTIAGO SON) PART TIME EMPLOYEE		\$320.00
4/30/2012	TELLER CASHED CHECK # 1537 (NIESHA MALONE EMPLOYEE)		\$525.04
4/30/2012	OUTGOING WIRE DEBIT (SMEGERG LAW FIRM PAYMENT #2)		\$6,000.00
4/27/2012	<a href="#">CHECK # 1528 * (View)</a>		\$297.89
4/27/2012	<a href="#">CHECK # 1530 (View)</a>		\$1,667.19
4/27/2012	<a href="#">CASHED CHECK # 1529 (View)</a>		\$430.00
4/26/2012	<a href="#">CHECK # 1526 (View)</a>		\$172.32
4/25/2012	<a href="#">CHECK # 1514 (View)</a>		\$5,990.00
4/25/2012	BILL PAY CHASE CARD SERVI ON-LINE xxxxxxxxxxx80012 ON 04-25		\$2,500.00
4/25/2012	BILL PAY * Hudson Energy ON-LINE xxxx50698 ON 04-25		\$2,178.56
4/25/2012	BILL PAY BRAZORIA COUNTY ON-LINE xxxxxxxx74257 ON 04-25		\$609.48
4/25/2012	BILL PAY ECOLAB ON-LINE xxxx53194 ON 04-25		\$79.22
4/25/2012	BILL PAY *Creative Brkfst ON-LINE xxxxx xxx xxxrland ON 04-25		\$64.44
4/25/2012	BILL PAY DowJones & Compa ON-LINE xx01121 ON 04-25		\$55.00
4/25/2012	BILL PAY BRAZORIA COUNTY ON-LINE xxxxxxxx74264 ON 04-25		\$12.10
4/25/2012	<a href="#">DEPOSIT MADE IN A BRANCH/STORE #474366808 (View Details)</a>	\$5,990.00	
4/24/2012	<a href="#">CASHED CHECK # 1525 * (View)</a>		\$200.00
4/23/2012	<a href="#">CHECK # 1517 (View)</a>		\$319.80
4/23/2012	<a href="#">CHECK # 1515 (View)</a>		\$452.22
4/23/2012	<a href="#">CASHED CHECK # 1520 * (View)</a>		\$80.00
4/20/2012	<a href="#">CHECK # 1518 (View)</a>		\$270.00
4/19/2012	<a href="#">CHECK # 1516 (View)</a>		\$271.44
4/19/2012	<a href="#">CHECK # 1513 (View)</a>		\$1,500.00
4/19/2012	BILL PAY THYSSENKRUPP ELE ON-LINE xx81576 ON 04-19		\$699.89
4/19/2012	BILL PAY Heartland Food P ON-LINE xx77580 ON 04-19		\$174.72
4/19/2012	BILL PAY * Site & Sound ON-LINE xxxxx xxx xxxrland ON 04-19		\$142.89
4/19/2012	BILL PAY Liberty Fire Pro ON-LINE xxxxx xxx & xxxxes PrION 04-19		\$129.90
4/18/2012	<a href="#">CHECK # 1512 (View)</a>		\$295.00
4/18/2012	<a href="#">DEPOSIT #494261196 (View Details)</a>	\$10,000.00	

4/27/2012	CHECK # 1529 ROBERT LIGGETT	\$430.00
4/27/2012	CHECK # 1527 SYSCO FOODS	\$1,088.27
4/27/2012	CHECK # 1528 HTX SUPPLY	\$297.89
4/27/2012	CHECK # 1531 VINDOBHAI	\$407.60
4/27/2012	CHECK # 1532 SANDRA DELGADO	\$439.19
4/27/2012	CHECK #1533 DUNIA HERNANDEZ	\$524.58
4/27/212	CHECK # 1534 CEDRIC HYDE	\$237.97
4/27/2012	CHECK # 1535 JYOTI JANI	\$483.08
4/27/2012	CHECK # 1536 PETRA TELLES	\$389.20
4/27/2012	CHECK # 1538 ARACELI HERNANDEZ	\$543.81
4/27/2012	CHECK # 1539 PAULA SAWYER	\$524.00
4/12/2012	CHECK # 1541 BEST WESTERN	\$3,000.00

4/17/2012	<a href="#">CHECK # 1511 * (View)</a>		\$99.00
4/17/2012	<a href="#">CHECK # 1509 (View)</a>		\$320.00
4/12/2012	<a href="#">CHECK # 1507 (View)</a>		\$500.13
4/10/2012	<a href="#">CHECK # 1506 (View)</a>		\$250.00
4/10/2012	<a href="#">CASHED CHECK # 1508 (View)</a>		\$460.00
4/6/2012	<a href="#">DEPOSIT #494261067 (View Details)</a>	\$8,000.00	
4/5/2012	ONLINE TRANSFER REF #IBEM57YVNM TO BUSINESS CHECKING XXXXXX2911 ON 04/05/12		\$8,000.00
4/4/2012	<a href="#">CHECK # 1505 (View)</a>		\$270.00
4/4/2012	TX Webfile Tax PORTAL 902AA0009665261 SLEEP INN & SUITES		\$4,664.81
4/4/2012	BILL PAY CHOICE HOTELS IN ON-LINE xxxxxxxxxx18185 ON 04-04		\$7,576.57
4/4/2012	BILL PAY CHOICE HOTELS IN ON-LINE xxxxxxxxxx18185 ON 04-04		\$6,256.13
4/4/2012	BILL PAY Waste Managment ON-LINE xxxxxxxxxx17914 ON 04-04		\$183.44
4/4/2012	CASHED/DEPOSITED ITEM RETN UNPAID FEE		\$24.00
4/4/2012	<a href="#">RETURN ITEM CHARGE - PAPER AZ 120404 (View Details)</a>		\$466.40
4/3/2012	<a href="#">DEPOSIT MADE IN A BRANCH/STORE #488693838 (View Details)</a>	\$13,032.51	
4/2/2012	<a href="#">CHECK # 1503 (View)</a>		\$336.10
4/2/2012	<a href="#">CHECK # 1504 (View)</a>		\$8,750.00
3/30/2012	<a href="#">CHECK # 1501 (View)</a>		\$18.05
3/30/2012	<a href="#">CHECK # 1502 (View)</a>		\$1,325.37
3/28/2012	<a href="#">CHECK # 1500 * (View)</a>		\$320.00
3/28/2012	<a href="#">CHECK # 1009 (View)</a>		\$674.03
3/28/2012	<a href="#">CHECK # 1011 (View)</a>		\$6,000.00
3/27/2012	<a href="#">CHECK # 1006 (View)</a>		\$301.23
3/27/2012	<a href="#">CHECK # 1007 (View)</a>		\$678.68
3/27/2012	BILL PAY * Hudson Energy ON-LINE xxxx50698 ON 03-27		\$1,769.71
3/27/2012	BILL PAY CHASE CARD SERVI ON-LINE xxxxxxxxxx80012 ON 03-27		\$1,000.00
3/27/2012	BILL PAY * Centerpoint E ON-LINE xxx84312 ON 03-27		\$961.24
3/27/2012	BILL PAY * DIRECTV ON-LINE xxxx64284 ON 03-27		\$784.70
3/27/2012	BILL PAY * COMCAST CABLE ON-LINE xxxxxxxxxx10727 ON 03-27		\$483.90
3/27/2012	BILL PAY ECOLAB ON-LINE xxx53194 ON 03-27		\$351.12
3/27/2012	BILL PAY * Site & Sound ON-LINE xxxxx xxx xxxrland ON 03-27		\$297.69
3/27/2012	BILL PAY Liberty Fire Pro ON-LINE xxxxx xxx & xxxxes PrION 03-27		\$96.75
3/27/2012	BILL PAY DowJones & Compa ON-LINE xx01121 ON 03-27		\$50.00
3/27/2012	HARLAND CLARKE CHECK/ACC. 032612 00002470075402 SLEEP INN ?038? SUITES		\$58.41
3/26/2012	CHECK		\$64.00
3/26/2012	<a href="#">CHECK # 1010 (View)</a>		\$422.69

3/26/2012	<a href="#">CHECK # 1013 * (View)</a>		\$664.98
3/26/2012	<a href="#">CHECK # 1001 (View)</a>		\$1,115.33
3/26/2012	BILL PAYMENT RETURN ON 03-26	\$11,891.54	
3/23/2012	<a href="#">CHECK # 1005 * (View)</a>		\$514.56
3/23/2012	<a href="#">CHECK # 1008 (View)</a>		\$528.20
3/23/2012	<a href="#">CHECK # 1002 (View)</a>		\$676.00
3/22/2012	<a href="#">CASHED CHECK # 1003 (View)</a>		\$225.00
3/19/2012	JENNY BLANQUET EMPLOYEE		\$554.53
3/19/2012	PSB HOSPITALITY MARKETING FEE		\$2,500.00
3/14/2012	TRANSFER TO SAV # 000007709735968		\$100.00
3/14/2012	TRANSFER TO DDA # 000001916882911		\$100.00
3/14/2012	TRANSFER TO DDA # 000001916882903		\$100.00
3/13/2012	CHECK		\$290.00
3/13/2012	BILL PAY * DIRECTV ON-LINE xxx64284 ON 03-13		\$789.70
3/13/2012	BILL PAY BRAZORIA COUNTY ON-LINE xxxxxxxx74257 ON 03-13		\$724.34
3/13/2012	BILL PAY ECOLAB ON-LINE xxx53194 ON 03-13		\$271.90
3/13/2012	BILL PAY THYSSENKRUPP ELE ON-LINE xx81576 ON 03-13		\$233.30
3/13/2012	BILL PAY Waste Managment ON-LINE xxx-xxxxxxx-17914 ON 03-13		\$184.21
3/13/2012	BILL PAY BRAZORIA COUNTY ON-LINE xxxxxxxx74264 ON 03-13		\$22.00
3/12/2012	TX Webfile Tax PORTAL 902AA0009526105 WELLS FARGO		\$3,069.00
3/9/2012	BILL PAYMENT RETURN ON 03-09	\$1,550.56	
3/9/2012	<a href="#">DEPOSIT #470316801 (View Details)</a>	\$2,145.00	
3/8/2012	SYSCO FOODS INC.		\$588.71
3/6/2012	BILL PAY * Brazoria Co. ON-LINE xxxxxxx01013 ON 03-06		\$11,891.54
3/6/2012	BILL PAY * Brazoria Co. ON-LINE xxxxxxx01013 ON 03-06		\$1,809.25
3/5/2012	BILL PAY CHASE CARD SERVI ON-LINE xxxxxxxx80012 ON 03-05		\$5,000.00
3/5/2012	BILL PAY * Hudson Energy ON-LINE xxx50698 ON 03-05		\$1,707.81
3/5/2012	BILL PAY * DIRECTV ON-LINE xxx64284 ON 03-05		\$1,550.56
3/5/2012	BILL PAY * Centerpoint E ON-LINE xxx84312 ON 03-05		\$605.02
3/5/2012	BILL PAY * COMCAST CABLE ON-LINE xxxxxxxx10727 ON 03-05		\$484.26
3/5/2012	BILL PAY * Bayou Cty Plmbg ON-LINE xxxxx xxx xxxrland ON 03-05		\$424.76
3/5/2012	BILL PAY * HTX ON-LINE xxxxx xxx xxxrland ON 03-05		\$308.25
3/5/2012	BILL PAY * Creative Brkfst ON-LINE xxxxx xxx xxxrland ON 03-05		\$289.52
3/5/2012	BILL PAY * Site & Sound ON-LINE xxxxx xxx xxxrland ON 03-05		\$142.89
3/5/2012	BILL PAY * Absolute Pest ON-LINE xxxxx xxxxxx xxights ON 03-05		\$91.59
3/5/2012	BILL PAY DowJones & Compa ON-LINE xx01121 ON 03-05		\$50.00
3/2/2012	WITHDRAWAL MADE IN A BRANCH/STORE		\$4.00
3/2/2012	<a href="#">DEPOSIT #461311167 (View Details)</a>	\$40,000.00	
2/28/2012	Comcast Cable		\$640.00
2/23/2012	Direct T.V.		\$745.20
2/22/2012	<a href="#">DEPOSIT MADE IN A BRANCH/STORE #423772357 (View Details)</a>	\$1,626.03	
2/17/2012	<a href="#">DEPOSIT #475120958 (View Details)</a>	\$35,000.00	
2/16/2012	<a href="#">DEPOSIT (View Details)</a>	\$2,900.00	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
GALVESTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>LPB, LLC d/b/a</b>	§	
<b>SLEEP INN &amp; SUITES</b>	§	
	§	<b>Case No.</b>
<b>Debtor</b>	§	

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for LPB, LLC d/b/a SLEEP INN & SUITES (“Debtor”) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of Debtor in contemplation of or in connection with the bankruptcy case is as follows:
  - a. Pre-petition Retainer \$12,000;
  - b. \$1,039 of the retainer was used to pay Debtor’s filing fees;
  - c. Prior to the filing of this statement and Debtor Petition I have received (applied to retainer) \$10857.50;
  - d. Balance of Retainer (held in Trust) \$103.50;
  - e. Balance Due \$0;
2. The source of the compensation paid to me is the Debtor;
3. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
4. In return for the above-disclosed fee, I have done the following for the Debtor:
  - a. Analyzed Debtor’s financial situation, and rendered advice to Debtor in determining whether to file the petition in bankruptcy;
  - b. Prepared and filed Debtor’s petition, schedules, statement of affairs, first day motions, and orders on Debtor’s first day motions;

- c. Prepared and filed applications to employ Debtor's accountant, appraiser, and hotel consultant;
  - d. Negotiated with Debtor's secured creditors, and had multiple consultations with Debtor's managers;
5. All other work for Debtor in regard to its Bankruptcy shall be billed in accordance with my pending application to employ including, but not limited to,
- a. Representation of Debtor at all hearings, the United States Trustee Conference, the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - b. Representation of Debtor in all negotiations with Debtor's secured and unsecured creditors;
  - c. Revising first day motion orders, preparing motions to employ, preparing the disclosure statement and plan; and assisting Debtor with preparing all monthly operating reports.

#### CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the Debtor in these bankruptcy proceedings.

Dated: April 30, 2012

Respectfully submitted,

/s/ Ronald J. Smeberg

Ronald J. Smeberg  
SMEBERG LAW FIRM, PLLC  
State Bar No. 24033967  
11550 IH 10 West, Suite 180  
San Antonio, Texas 78230  
210-695-6684 (Tel)  
281-754-4042 (Fax)  
ATTORNEY FOR DEBTOR



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

In re LPB, LLC d/b/a Sleep Inn & Suites,  
 Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Neelesh Bhakta</b> <b>1908 Country Place Parkway</b> <b>Pearland, TX 77584</b>			<b>50% membership interest</b>
<b>Pravinchandra Lal</b> <b>24349 Anna Street</b> <b>Hayward, CA 94545</b>			<b>25% membership interest</b>
<b>Ramesh Patel</b> <b>18103 Kings Row</b> <b>Houston, TX 77058</b>			<b>25% membership interest</b>

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

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

Date April 30, 2012

Signature /s/ Neelesh Bhakta  
**Neelesh Bhakta**  
**Manager**

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

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

In re LPB, LLC d/b/a Sleep Inn & Suites

Debtor(s)

Case No.

Chapter

11

**VERIFICATION OF CREDITOR MATRIX**

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

Date: April 30, 2012

/s/ Neelesh Bhakta

**Neelesh Bhakta/Manager**

Signer/Title

Brazoria County Mud #4  
Southwest Water Company  
P.O. Box 3037  
Houston, TX 77253-3037

Brazoria County Tax Assessor Collector  
111 E. Locust Street  
Angleton, TX 77515

Capital CDC  
1250 South Capital of Texas Hwy,  
Bld 1, Suite 600  
Austin, TX 78746

Chase Bank  
Attn: Bankruptcy Dept.  
P.O. Box 94014  
Palatine, IL 60094-4014

Choice Hotels  
Attn: Bankruptcy Department  
P.O. Box 99992  
Chicago, IL 60696-7792

Colson Services Corp.  
POST OFFICE BOX 1289  
New York, NY 10274

Digital Direct Communications  
3605 N. Meyer  
Seabrook, TX 77586

Golden Gate Lending  
63 Lime Avenue  
Long Beach, CA 90802-5215

Heartland Food Products  
1900 West 47th Place  
Mission, KS 66205

Hospitality LCD  
2913 El Camino Real, Ste 814  
Tustin, CA 92782

Hudson Energy  
P.O. Box 142109  
Irving, TX 75014-2109

Lexyl Travel Technologies  
Attn: Bankruptcy Department  
777 S. Flagler Dr. Ste 800  
West Palm Beach, FL 33401

Liberty Fire Protection  
P.O. Box 547  
Alvin, TX 77512

Neelesh Bhakta  
1908 Country Place Parkway  
Pearland, TX 77584

Pravinchandra Lal  
24349 Anna Street  
Hayward, CA 94545

Protection First  
3050 Center Pointe Dr. Suite 50  
Roseville, MN 55113

Ramesh Patel  
18103 Kings Row  
Houston, TX 77058

Small Business Administration  
USSBA, Commercial Loan Service Center  
2120 Riverfront Drive, Ste 100  
Little Rock, AR 72202-1794

Steve Bing  
Adam & Bing  
12611 Jones Road, Ste 200  
Houston, TX 77070

Texas Comptroller of Public Accounts  
P.O. Box 149359  
Austin, TX 78714-9359

ThyssenKrupp Elevator  
Attn: Bankruptcy Dept.  
500 Jeffereson St., Suite 2030  
Houston, TX 77002

Wallis State Bank  
Attn. Beverly Fortner  
P.O. Box 339  
Wallis, TX 77485

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

In re LPB, LLC d/b/a Sleep Inn & Suites

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

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

None [*Check if applicable*]

**April 30, 2012**

Date

**/s/ Ronald J. Smeberg**

**Ronald J. Smeberg**

Signature of Attorney or Litigant

Counsel for LPB, LLC d/b/a Sleep Inn & Suites

**The Smeberg Law Firm, PLLC**

**11550 IH 10 West, Suite 180**

**San Antonio, TX 78230**

**210-695-6684**

**ron@smeberg.com**