

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
Western District of Tennessee**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Northside Manor Apartments, LTD., a Tennessee Limited Partnership	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) 73-1229569	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): 1541 Northside Drive Memphis, TN <div style="text-align: right; font-size: small;">ZIP Code 38127</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Shelby	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

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

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input checked="" 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 type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input 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 \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

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

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

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Northside Manor Apartments, LTD., a Tennessee Limited Partnership</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):

Northside Manor Apartments, LTD., a Tennessee Limited Partnership

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Toni Campbell Parker
Signature of Attorney for Debtor(s)

Toni Campbell Parker TN6984 MS4018
Printed Name of Attorney for Debtor(s)

Law Office of Toni Campbell Parker
Firm Name

**615 Oakleaf Office Lane
Suite 201
Memphis, TN 38117**

Address

Email: tp001@bellsouth.net

901-683-0099 Fax: 866-489-7938
Telephone Number

October 5, 2009
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Robert P. Dempsey
Signature of Authorized Individual

Robert P. Dempsey
Printed Name of Authorized Individual

Managing General Partner
Title of Authorized Individual

October 5, 2009
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Western District of Tennessee**

In re Northside Manor Apartments, LTD., a Tennessee Limited Partnership
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>
Answering Advantage 3181 Poplar Ave., Suite 224 Memphis, TN 38111	Answering Advantage 3181 Poplar Ave., Suite 224 Memphis, TN 38111	Telephone Answering Service, due for October, 2009		250.00
ATT/Bell South P.O. Box 105202 Atlanta, GA 30348-5202	ATT/Bell South P.O. Box 105202 Atlanta, GA 30348-5202	Monthly Bill for phone service		314.00
Boston Post 436 S. River, Bldg. B Bedford, NH 03110	Boston Post 436 S. River, Bldg. B Bedford, NH 03110	Software Management Provider		525.00
Comcast P.O. Box 105184 Atlanta, GA 30348-5184	Comcast P.O. Box 105184 Atlanta, GA 30348-5184	Service for Internet at Office, monthly payment		90.00
Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114-0326	Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114-0326	Federal 941 Taxes and Unemployment for September, 2009 due October, 2009		3,192.00
John Hulsey 6282 Highway 51 North Millington, TN 38053	John Hulsey 6282 Highway 51 North Millington, TN 38053	Monthly payment for flushing sewer lines, due for October, 2009.		650.00
MLG&W P.O. Box 388 Memphis, TN 38145-0388	MLG&W P.O. Box 388 Memphis, TN 38145-0388	Accounts for Various Buildings in Complex		3,312.00
MLG&W P.O. Box 388 Memphis, TN 38145-0388	MLG&W P.O. Box 388 Memphis, TN 38145-0388	Account for Site Manager		365.00
Paycycle 2632 Marine Way Mountain View, CA 94040	Paycycle 2632 Marine Way Mountain View, CA 94040	Online Payroll Service Monthly Fee due for October, 2998		47.00
Red Hawk 3020 Millbranch Memphis, TN 38116	Red Hawk 3020 Millbranch Memphis, TN 38116	Security and Alarm Monitoring System paid monthly, due for October, 2009		32.00

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

In re Northside Manor Apartments, LTD., a Tennessee Limited Partnership

Case No. _____

Debtor(s)

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

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Robert Brooks 453 Charter Street Memphis, TN 38109	Robert Brooks 453 Charter Street Memphis, TN 38109	Courtesy Officer October Bill		360.00
Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135	Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135	Management Fees of 7% of gross revenue but pay by \$6,000 per month payment		6,000.00
TARAAA Trust Anita Corder 3367 Redmon Hill Nolensville, TN 37135	TARAAA Trust Anita Corder 3367 Redmon Hill Nolensville, TN 37135	150 Unit Multi- Family Apartment Complex Location: 1541 Northside Drive, Memphis TN		4,300,000.00 (2,100,000.00 secured) (710,515.00 senior lien)
Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	Franchise and Excise Taxes		3,000.00
Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	State Unemployment for September, 2009 due October, 2009		167.00
Turfmaster 5371 Republic Dr. Germantown, TN 38138	Turfmaster 5371 Republic Dr. Germantown, TN 38138	Monthly payment for landscape and maintenance, due for October		1,093.00
United Health Care 871 Ridgeway Loop Rd., Suite 212 Memphis, TN 38120	United Health Care 871 Ridgeway Loop Rd., Suite 212 Memphis, TN 38120	Monthly Premium on Health Insurance due for October, 2009		9,000.00
Verizon Verizon Wireless Bankr. Admin P.O. Box 3397 Bloomington, IL 61702	Verizon Verizon Wireless Bankr. Admin P.O. Box 3397 Bloomington, IL 61702	Phone Service, due for October, 2009		900.00
Watkins Uiberall 1661 Aaron Brenner Drive, Ste 300 Memphis, TN 38120	Watkins Uiberall 1661 Aaron Brenner Drive, Ste 300 Memphis, TN 38120	Payment on 2008 Audit		4,000.00

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

In re Northside Manor Apartments, LTD., a Tennessee Limited Partnership
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 Managing General Partner of the partnership 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 October 5, 2009

Signature /s/ Robert P. Dempsey
Robert P. Dempsey
Managing General Partner

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.

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

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.		Wraparound Mortgage							
TARAAA Trust Anita Corder 3367 Redmon Hill Nolensville, TN 37135	-	150 Unit Multi-Family Apartment Complex Location: 1541 Northside Drive, Memphis TN						4,300,000.00	2,910,515.00
		Value \$ 2,100,000.00							
Account No.		Note							
U.S. Dept of Housing and Urban Dev. Shaun Donovan, Sec. of HUD 751 7th St., SW Washington, DC 20410	-	150 Unit Multi-Family Apartment Complex Location: 1541 Northside Drive, Memphis TN					X	710,515.00	0.00
		Value \$ 2,100,000.00							
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								5,010,515.00	2,910,515.00
Total (Report on Summary of Schedules)								5,010,515.00	2,910,515.00

0 continuation sheets attached

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

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

B6E (Official Form 6E) (12/07) - Cont.

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

Case No. _____

Debtor

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

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T 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. Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114-0326	-	Federal 941 Taxes and Unemployment for September, 2009 due October, 2009				3,192.00	0.00
							3,192.00
Account No. Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	-	Franchise and Excise Taxes				3,000.00	0.00
							3,000.00
Account No. Tennessee Dept. of Revenue Andrew Jackson Building 500 Deaderick Building Nashville, TN 37242	-	State Unemployment for September, 2009 due October, 2009				167.00	0.00
							167.00
Account No.							
Account No.							

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

Subtotal (Total of this page) **6,359.00** **0.00** **6,359.00**

Total (Report on Summary of Schedules) **6,359.00** **0.00** **6,359.00**

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

In re **Northside Manor Apartments, LTD., a
Tennessee Limited Partnership**

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. Answering Advantage 3181 Poplar Ave., Suite 224 Memphis, TN 38111		-				250.00
Account No. ATT/Bell South P.O. Box 105202 Atlanta, GA 30348-5202		-				314.00
Account No. Boston Post 436 S. River, Bldg. B Bedford, NH 03110		-				525.00
Account No. Comcast P.O. Box 105184 Atlanta, GA 30348-5184		-				90.00
Subtotal (Total of this page)						1,179.00

3 continuation sheets attached

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

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

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			A M O U N T O F C L A I M			
		H W J C	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	
Account No. John Hulsey 6282 Highway 51 North Millington, TN 38053		-	Monthly payment for flushing sewer lines, due for October, 2009.					650.00
Account No. MLG&W P.O. Box 388 Memphis, TN 38145-0388		-	Account for Site Manager					365.00
Account No. MLG&W P.O. Box 388 Memphis, TN 38145-0388		-	Accounts for Various Buildings in Complex					3,312.00
Account No. Paycycle 2632 Marine Way Mountain View, CA 94040		-	Online Payroll Service Monthly Fee due for October, 2998					47.00
Account No. Red Hawk 3020 Millbranch Memphis, TN 38116		-	Security and Alarm Monitoring System paid monthly, due for October, 2009					32.00
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,406.00

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

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

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	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. Robert Brooks 453 Charter Street Memphis, TN 38109		-	Courtesy Officer October Bill			360.00
Account No. Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135		-	Management Fees of 7% of gross revenue but pay by \$6,000 per month payment			6,000.00
Account No. Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135		-	Fire Oversight Fees			0.00
Account No. Turfmaster 5371 Republic Dr. Germantown, TN 38138		-	Monthly payment for landscape and maintenance, due for October			1,093.00
Account No. United Health Care 871 Ridgeway Loop Rd., Suite 212 Memphis, TN 38120		-	Monthly Premium on Health Insurance due for October, 2009			9,000.00
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,453.00

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

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

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	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Verizon Verizon Wireless Bankr. Admin P.O. Box 3397 Bloomington, IL 61702		-	Phone Service, due for October, 2009			900.00	
Account No. Watkins Uiberall 1661 Aaron Brenner Drive, Ste 300 Memphis, TN 38120		-	Payment on 2008 Audit			4,000.00	
Account No.							
Account No.							
Account No.							
Sheet no. 3 of 3 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) Total (Report on Summary of Schedules)	4,900.00 26,938.00

In re **Northside Manor Apartments, LTD., a Tennessee Limited Partnership**

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.
Answering Advantage 3181 Poplar Ave., Suite 224 Memphis, TN 38111	Monthly contract for telephone answering service for apartment complex and tenants at \$250 per month and due for October, 2009
ATT/Bell South P.O. Box 105202 Atlanta, GA 30348-5202	Monthly contract for phone service at apartment complex for site manager and office of \$314 per month and due for October, 2009
Boston Post 436 S. River, Bldg. B Bedford, NH 03110	Software Management Provider approved by HUD and needed for payments, pay \$525 per month and due for October, 2009.
Comcast P.O. Box 105184 Atlanta, GA 30348-5184	Monthly internet service for office at apartment complex of \$90 and due for October, 2009
Cook's Pest Control P.O. Box 341898 Memphis, TN 38184	Monthly Pest Control Contract for the apartment complex of \$400 per month and current.
John Hulsey 6282 Highway 51 North Millington, TN 38053	Monthly service for flushing sewer lines at apartment complex of \$650 per month and due for October, 2009.
Nothside Manor C/O Anita Dempsey 1541 Northside Dr. Memphis, TN 38127	Northside has contracts with Tenants who have utility subsidies with HUD and Northside receives the subsidies from HUD in trust and pays the utility bills to MLGW directly on behalf of tenants. The utilities are in the names of each tenant. Northside has \$7,657 from HUD subsidies to pay tenant utilities for October, 2009 and will receive such subsidies on a monthly basis.
Paycycle 2632 Marine Way Mountain View, CA 94040	Online payroll service used by Debtor and paid at \$47 per month, due for October, 2009
Prime Rate P&L Insurance P.O. Box 10057 Florence, SC 29501	Monthly Premium for Insurance Coverage of \$3,759 per month, due for October, 2009 and in effect till April, 2010.
Red Hawk 3020 Millbranch Memphis, TN 38116	Monthly service for alarm and security monitoring of \$32 per month and due for October, 2009.

In re **Northside Manor Apartments, LTD., a
Tennessee Limited Partnership**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
Robert Brooks 453 Charter Street Memphis, TN 38109	Courtesy Officer at Apartment Complex that is paid \$360 per month and due for October, 2009
Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135	Fire Oversight Management Contract
Robert P. Dempsey 3352 Redmon Hill Nolensville, TN 37135	Managment Fee of 7% of gross revenue which is paid at \$6,000 per month and reconciled at end of year for tax year. Managment has been accruing some fees.
Turfmaster 5371 Republic Dr. Germantown, TN 38138	Monthly contract for landscape and maintenance of \$1,093 per month and due for October, 2009
United Health Care 871 Ridgeway Loop Rd., Suite 212 Memphis, TN 38120	Health Insurance and pay a monthly premium of \$9,000 per month and due for October, 2009
Verizon Verizon Wireless Bankr. Admin P.O. Box 3397 Bloomington, IL 61702	Monthly wireless service of phones at approximate \$900 per month and due for October, 2009.

Answering Advantage
3181 Poplar Ave., Suite 224
Memphis, TN 38111

ATT/Bell South
P.O. Box 105202
Atlanta, GA 30348-5202

Boston Post
436 S. River, Bldg. B
Bedford, NH 03110

Comcast
P.O. Box 105184
Atlanta, GA 30348-5184

Cook's Pest Control
P.O. Box 341898
Memphis, TN 38184

HUD-Multifamily Mortgage Notes
P.O.Box 530256
Atlanta, GA 30353-0256

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114-0326

John Hulsey
6282 Highway 51 North
Millington, TN 38053

Lawrence Lauranzi
Acting U.S. Attorney
167 N. Main
Memphis, TN 38103

MLG&W
P.O. Box 388
Memphis, TN 38145-0388

Nothside Manor
C/O Anita Dempsey
1541 Northside Dr.
Memphis, TN 38127

Paycycle
2632 Marine Way
Mountain View, CA 94040

Prime Rate P&L Insurance
P.O. Box 10057
Florence, SC 29501

Red Hawk
3020 Millbranch
Memphis, TN 38116

Robert Brooks
453 Charter Street
Memphis, TN 38109

Robert P. Dempsey
3352 Redmon Hill
Nolensville, TN 37135

TARAAA Trust
Anita Corder
3367 Redmon Hill
Nolensville, TN 37135

Tennessee Dept. of Revenue
Andrew Jackson Building
500 Deaderick Building
Nashville, TN 37242

Turfmaster
5371 Republic Dr.
Germantown, TN 38138

U.S. Dept of Housing and Urban Dev.
Shaun Donovan, Sec. of HUD
751 7th St., SW
Washington, DC 20410

U.S. Dept of HUD
c/o DP Service LLC
P.O. Box 4308
Silver Spring, MD 20914-4308

United Health Care
871 Ridgeway Loop Rd., Suite 212
Memphis, TN 38120

Verizon
Verizon Wireless Bankr. Admin
P.O. Box 3397
Bloomington, IL 61702

Watkins Uiberall
1661 Aaron Brenner Drive, Ste 300
Memphis, TN 38120