

B1 (Official Form 1)(1/08)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Pepe Properties, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	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) 74-2902982	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): 8711 Heath Circle San Antonio, TX	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 78250	ZIP Code
County of Residence or of the Principal Place of Business: Bexar	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 760863 San Antonio, TX	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 78245	ZIP Code

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

Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 	Nature of Business (Check one box) <ul style="list-style-type: none"> <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 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <ul style="list-style-type: none"> <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
Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 		Nature of Debts (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <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): Pepe Properties, LLC</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)).

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Pepe Properties, LLC</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Claiborne B. Gregory, Jr.</u> Signature of Attorney for Debtor(s)</p> <p><u>Claiborne B. Gregory, Jr. 08439000</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Jackson Walker L.L.P.</u> Firm Name</p> <p><u>112 E. Pecan Street, Suite 2400</u> <u>San Antonio, TX 78205</u> Address</p> <p style="text-align: right;">Email: <u>cgregory@jw.com</u></p> <p><u>(210) 228-2410 Fax: (210) 242-4607 (Direct)</u> Telephone Number</p> <p><u>May 13, 2009</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;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ 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>X _____ 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;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Raul Aguilar</u> Signature of Authorized Individual</p> <p><u>Raul Aguilar</u> Printed Name of Authorized Individual</p> <p><u>Manager</u> Title of Authorized Individual</p> <p><u>May 13, 2009</u> Date</p>	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE: § CASE NO.
PEPE PROPERTIES, LLC., §
§
§
§
DEBTOR § CHAPTER 11 CASE

SECTION 1116(1)(B) STATEMENT

Attached is a copy of the most recently prepared Balance Sheet and Statement of Income, each as of December 31, 2008, for the Debtor. No cash flow statement has been prepared.

Also attached is a copy of Form 1065 – U.S. Return of Partnership Income (2007), and Form 7004 – Application for Automatic Extension of Time To File Certain Business Income Tax, Information and Other Returns (2008) as filed by the Debtor with the Internal Revenue Service.

DECLARATION UNDER PENALTY OF PERJURY

I declare under penalty of perjury that the above information is true and correct to the best of my knowledge, information and belief.

Date: May 13, 2009.

PEPE PROPERTIES, LLC

By: 

Raul Aguilar, Manager

PEPE PROPERTIES, LLC
BALANCE SHEET
December 31, 2008

PROPERTY HOLDING COMPANY

ASSETS

Cash	10,297
Land Cost	386,076
Building & Equipment Cost	1,943,880
Less Accumulated Depreciation	<u>(451,256)</u>
	1,492,624
Capitalized expenses less accumulated amortization	210
TOTAL ASSETS	<u><u>1,889,207</u></u>

LIABILITIES AND CAPITAL

Accrued Expenses	
Accrued property taxes	30,000
Notes Payable	
Zions Bank	1,280,000
Fallbrook Capital	<u>89,500</u>
	<u>1,369,500</u>
TOTAL LIABILITIES	1,399,500
CAPITAL	<u>489,707</u>
TOTAL LIABILITIES AND CAPITAL	<u><u>1,889,207</u></u>

PEPE PROPERTIES, LLC
STATEMENT OF INCOME
For The Year Ended December 31, 2008

PROPERTY HOLDING COMPANY

REVENUE	
Lease income	\$ <u>106,000</u>
TOTAL REVENUE	<u>106,000</u>
COSTS & EXPENSES	
Interest	<u>105,397</u>
Subtotal	<u>105,397</u>
NET INCOME BEFORE NON-CASH ITEMS	<u>603</u>
LESS: NON-CASH ITEMS & ACCRUED EXPENSES	
Property Taxes (accrual)	30,000
Depreciation & Amortization (non-cash)	<u>55,160</u>
TOTAL NON-CASH ITEMS	<u>85,160</u>
NET INCOME OR (LOSS)	\$ <u><u>(84,557)</u></u>

1065

U.S. Return of Partnership Income

OMB No. 1545-0099

Form Department of the Treasury Internal Revenue Service

For calendar year 2007, or tax year beginning _____, and ending _____

2007

EXTENSION GRANTED TO 10/15/08

A Principal business activity		Name of partnership	D Employer identification number
REAL ESTATE	Use the IRS label. Otherwise, print or type.	PEPE PROPERTIES, LLC	74-2902982
B Principal product or service		Number, street, and room or suite no. If a P.O. box, see the instructions.	E Date business started
REAL ESTATE		P.O. BOX 760863	01/19/1999
C Business code number		City or town, state, and ZIP code	F Total assets
531390		SAN ANTONIO, TX 78245 0863	\$ 1,935,867.
G Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return			
H Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) ▶			
I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 2			
J Check if Schedule M-3 attached <input type="checkbox"/>			

Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b	1c	
	2 Cost of goods sold (Schedule A, line 8)		2	
	3 Gross profit. Subtract line 2 from line 1c		3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)		4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))		5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		6	
	7 Other income (loss) (attach schedule)	SEE STATEMENT 1	7	106,000.
8 Total income (loss). Combine lines 3 through 7		8	106,000.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)		9	
	10 Guaranteed payments to partners		10	
	11 Repairs and maintenance		11	
	12 Bad debts		12	
	13 Rent		13	
	14 Taxes and licenses	SEE STATEMENT 2	14	28,365.
	15 Interest		15	105,397.
	16 a Depreciation (if required, attach Form 4562)	16a	16c	54,923.
	b Less depreciation reported on Schedule A and elsewhere on return	16b	16c	54,923.
	17 Depletion (Do not deduct oil and gas depletion.)		17	
	18 Retirement plans, etc.		18	
	19 Employee benefit programs		19	
	20 Other deductions (attach schedule)	SEE STATEMENT 3	20	160.
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21	188,845.
22 Ordinary business income (loss). Subtract line 21 from line 8		22	<82,845.>	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member manager: *[Signature]* Manager Date: *10/15/2008*

May the IRS discuss this return with the preparer shown below (see instr.?) Yes No

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP code: _____ EIN: _____ Phone no.: _____

711001 JWA 12-27-07

Schedule A Cost of Goods Sold (see the instructions)	
1 Inventory at beginning of year	1
2 Purchases less cost of items withdrawn for personal use	2
3 Cost of labor	3
4 Additional section 263A costs (attach schedule)	4
5 Other costs (attach schedule)	5
6 Total. Add lines 1 through 5	6
7 Inventory at end of year	7
8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8

9 a Check all methods used for valuing closing inventory:

(i) Cost as described in Regulations section 1.471-3

(ii) Lower of cost or market as described in Regulations section 1.471-4

(iii) Other (specify method used and attach explanation) ▶ _____

b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ▶

c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? Yes No

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No

If "Yes," attach explanation.

Schedule B Other Information		Yes	No
1 What type of entity is filing this return? Check the applicable box:			
a <input type="checkbox"/> Domestic general partnership	b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company	d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership	f <input type="checkbox"/> Other ▶ _____		
2 Are any partners in this partnership also partnerships? _____		X	
3 During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," see instructions for required attachment _____			X
4 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details _____			X
5 Does this partnership meet all three of the following requirements?			
a The partnership's total receipts for the tax year were less than \$250,000;			
b The partnership's total assets at the end of the tax year were less than \$600,000; and			
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return _____			X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.			
6 Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See the instructions _____			X
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)? _____			X
8 Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction? _____			X
9 At any time during calendar year 2007, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶ _____			X
10 During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See the instructions _____			X
11 Was there a distribution of property or a transfer (for example, by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions _____			X
12 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶ _____			

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ▶ _____	Identifying number of TMP ▶ _____
Address of designated TMP ▶ _____	

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1 <82,845.>
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss). Subtract line 3b from line 3a	3c
	4 Guaranteed payments	4
	5 Interest income	5
	6 Dividends: a Ordinary dividends	6a
	b Qualified dividends	6b
	7 Royalties	7
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8
Deductions	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a
	b Collectibles (28%) gain (loss)	9b
	c Unrecaptured section 1250 gain (attach statement)	9c
	10 Net section 1231 gain (loss) (attach Form 4797)	10
	11 Other income (loss) (see instructions) Type ▶	11
	12 Section 179 deduction (attach Form 4562)	12
	13a Contributions	13a
	b Investment interest expense	13b
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)
	d Other deductions (see instructions) Type ▶	13d
	Self-Employment	14a Net earnings (loss) from self-employment
b Gross farming or fishing income		14b
c Gross nonfarm income		14c 53,000.
Credits	15a Low-income housing credit (section 42(j)(5))	15a
	b Low-income housing credit (other)	15b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
	d Other rental real estate credits (see instructions) Type ▶	15d
	e Other rental credits (see instructions) Type ▶	15e
	f Other credits (see instructions) Type ▶	15f
Foreign Transactions	16a Name of country or U.S. possession ▶	
	b Gross income from all sources	16b
	c Gross income sourced at partner level	16c
	Foreign gross income sourced at partnership level	
	d Passive category ▶ e General category ▶ f Other ▶	16f
	Deductions allocated and apportioned at partner level	
	g Interest expense ▶ h Other ▶	16h
	Deductions allocated and apportioned at partnership level to foreign source income	
	i Passive category ▶ j General category ▶ k Other ▶	16k
	l Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l
m Reduction in taxes available for credit (attach statement)	16m	
n Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a
	b Adjusted gain or loss	17b
	c Depletion (other than oil and gas)	17c
	d Oil, gas, and geothermal properties - gross income	17d
	e Oil, gas, and geothermal properties - deductions	17e
	f Other AMT items (attach statement)	17f
Other Information	18a Tax-exempt interest income	18a
	b Other tax-exempt income	18b
	c Nondeductible expenses	18c
	19a Distributions of cash and marketable securities	19a
	b Distributions of other property	19b
	20a Investment income	20a
b Investment expenses	20b	
c Other items and amounts (attach statement)		

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16i						1	<82,845.>
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other	
a General partners							
b Limited partners	<41,423.>			<41,422.>			

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash		1,194.		1,797.
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	1,943,880.		1,943,880.	
b Less accumulated depreciation	341,333.	1,602,547.	396,256.	1,547,624.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)		386,076.		386,076.
12a Intangible assets (amortizable only)	1,170.		1,170.	
b Less accumulated amortization	640.	530.	800.	370.
13 Other assets (attach statement)				
14 Total assets		1,990,347.		1,935,867.
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	STATEMENT 4	14,982.		28,365.
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more		1,425,442.		1,405,137.
20 Other liabilities (attach statement)				
21 Partners' capital accounts		549,923.		502,365.
22 Total liabilities and capital		1,990,347.		1,935,867.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1 Net income (loss) per books	<82,845.>	8	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt interest \$ _____
3 Guaranteed payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13d, and 16i, not charged against book income this year (itemize):
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16i (itemize):		a	Depreciation \$ _____
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8	Add lines 6 and 7
5 Add lines 1 through 4	<82,845.>	9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5
			<82,845.>

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	549,923.	6	Distributions: a Cash
2 Capital contributed: a Cash	35,287.	b	Property
b Property		7	Other decreases (itemize):
3 Net income (loss) per books	<82,845.>		
4 Other increases (itemize):		8	Add lines 6 and 7
5 Add lines 1 through 4	502,365.	9	Balance at end of year. Subtract line 8 from line 5
			502,365.

Form **7004**
 (Rev. December 2007)
 Department of the Treasury
 Internal Revenue Service

**Application for Automatic 6-Month Extension of Time To File
 Certain Business Income Tax, Information, and Other Returns**

OMB No. 1545-0233

► File a separate application for each return.

Type or Print	Name PEPE PROPERTIES, LLC	Identifying number 74-2902982
File by the due date for the return for which an extension is requested. See instructions.	Number, street, and room or suite no. (If P.O. box, see instructions.) P.O. BOX 760863	
	City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)). SAN ANTONIO, TX 78245 0863	

Note. See instructions before completing this form.

- 1 Enter the form code for the return that this application is for (see below) 09
- 2 If the foreign corporation does not have an office or place of business in the United States, check here ►
- 3 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here ►
- 4a The application is for calendar year 2007, or tax year beginning _____, and ending _____
- b **Short tax year.** If this tax year is less than 12 months, check the reason:
 Initial return Final return Change in accounting period Consolidated return to be filed
- 5 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here ►
 If checked, attach a schedule, listing the name, address, and Employer Identification Number (EIN) for each member covered by this application.
- 6 Tentative total tax 6
- 7 Total payments and credits (see instructions) 7
- 8 **Balance due.** Subtract line 7 from line 6. Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW) (see instructions for exceptions) 8

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND	19
Form 706-GS(T)	02	Form 1120-ND (section 4951 taxes)	20
Form 1041 (estate)	04	Form 1120-PC	21
Form 1041 (trust)	05	Form 1120-POL	22
Form 1041-N	06	Form 1120-REIT	23
Form 1041-QFT	07	Form 1120-RIC	24
Form 1042	08	Form 1120-S	25
Form 1065	09	Form 1120-SF	26
Form 1065-B	10	Form 3520-A	27
Form 1066	11	Form 8612	28
Form 1120	12	Form 8613	29
Form 1120-A (fiscal-year 2006-2007 corporations)	14	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18		

LHA For Paperwork Reduction Act Notice, see instructions.

Form 7004 (Rev. 12-2007)

FORM 1065	OTHER INCOME	STATEMENT	1
DESCRIPTION		AMOUNT	
LEASE		106,000.	
TOTAL TO FORM 1065, LINE 7		106,000.	

FORM 1065	TAX EXPENSE	STATEMENT	2
DESCRIPTION		AMOUNT	
PROPERTY TAXES		28,365.	
TOTAL TO FORM 1065, LINE 14		28,365.	

FORM 1065	OTHER DEDUCTIONS	STATEMENT	3
DESCRIPTION		AMOUNT	
AMORTIZATION EXPENSE		160.	
TOTAL TO FORM 1065, LINE 20		160.	

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	4
DESCRIPTION		BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED PROPERTY TAXES		14,982.	28,365.
TOTAL TO SCHEDULE L, LINE 17		14,982.	28,365.

FORM 1065 PARTNERS' CAPITAL ACCOUNT SUMMARY STATEMENT 5

PARTNER NUMBER	BEGINNING CAPITAL	CAPITAL CONTRIBUTED	SCHEDULE M-2 LNS 3, 4 & 7	WITH-DRAWALS	ENDING CAPITAL
1	288,829.	17,644.	<41,423.>		265,050.
2	261,094.	17,643.	<41,422.>		237,315.
TOTAL	549,923.	35,287.	<82,845.>		502,365.

Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1 OMB No. 1545-0099

For calendar year 2007, or tax
year beginning _____
ending _____

Department of the Treasury
Internal Revenue Service

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
74-2902982

B Partnership's name, address, city, state, and ZIP code
PEPE PROPERTIES, LLC
P.O. BOX 760863
SAN ANTONIO, TX 78245 0863

C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
74-2680160

F Partner's name, address, city, state, and ZIP code
BRW INVESTMENTS, INC.
P.O. BOX 781848
SAN ANTONIO, TX 78278

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **CORPORATION**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	50.0000000%	50.0000000%
Loss	50.0000000%	50.0000000%
Capital	90.0000000%	90.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	
Qualified nonrecourse financing	\$	
Recourse	\$	716,751.

L Partner's capital account analysis:

Beginning capital account	\$	288,829.
Capital contributed during the year	\$	17,644.
Current year increase (decrease)	\$	<41,423.
Withdrawals & distributions	\$(
Ending capital account	\$	265,050.

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) <41,423.>	15 Credits
2 Net rental real estate income (loss)	16 Foreign transactions
3 Other net rental income (loss)	
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	17 Alternative min tax (AMT) items
6b Qualified dividends	
7 Royalties	18 Tax-exempt income and nondeductible expenses
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	19 Distributions
9c Unrecaptured sec 1250 gain	
10 Net section 1231 gain (loss)	20 Other information
11 Other income (loss)	
12 Section 179 deduction	
13 Other deductions	
14 Self-employment earnings (loss)	

*See attached statement for additional information.

For IRS Use Only

Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1 OMB No. 1545-0099

For calendar year 2007, or tax year beginning _____ ending _____

Department of the Treasury
Internal Revenue Service

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
74-2902982

B Partnership's name, address, city, state, and ZIP code
**PEPE PROPERTIES, LLC
P.O. BOX 760863
SAN ANTONIO, TX 78245 0863**

C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
81-0575153

F Partner's name, address, city, state, and ZIP code
**REGIO ENTERPRISES, LLC
P.O. BOX 760863
SAN ANTONIO, TX 78245**

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **PARTNERSHIP**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	50.0000000%	50.0000000%
Loss	50.0000000%	50.0000000%
Capital	10.0000000%	10.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	
Qualified nonrecourse financing	\$	
Recourse	\$	716,751.

L Partner's capital account analysis:

Beginning capital account	\$	261,094.
Capital contributed during the year	\$	17,643.
Current year increase (decrease)	\$	<41,422.>
Withdrawals & distributions	\$(
Ending capital account	\$	237,315.

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) <41,422.>	15 Credits
2 Net rental real estate income (loss)	16 Foreign transactions
3 Other net rental income (loss)	
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	17 Alternative min tax (AMT) items
6b Qualified dividends	
7 Royalties	18 Tax-exempt income and nondeductible expenses
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	19 Distributions
9c Unrecaptured sec 1250 gain	
10 Net section 1231 gain (loss)	20 Other information
11 Other income (loss)	
12 Section 179 deduction	
13 Other deductions	
14 Self-employment earnings (loss) A <41,422.>	
C 53,000.	

*See attached statement for additional information.

For IFB Use Only

Form **7004**

(Rev. December 2008)
Department of the Treasury
Internal Revenue Service

**Application for Automatic Extension of Time To File
Certain Business Income Tax, Information, and Other Returns**

OMB No. 1545-0233

► File a separate application for each return.
► See separate instructions.

Type or Print	Name PEPE PROPERTIES, LLC	Identifying number 74-2902982
	Number, street, and room or suite no. (if P.O. box, see instructions.) P.O. BOX 760863	
	City, town, state, and ZIP code (if a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)). SAN ANTONIO, TX 78245 0863	

Note. See instructions before completing this form.

Part I: Automatic 5-Month Extension Complete if Filing Form 1065, 1041, or 8804

1a Enter the form code for the return that this application is for (see below) 09

Application Is For:	Form Code	Application Is For:	Form Code
Form 1065	09	Form 1041 (estate)	04
Form 8804	31	Form 1041 (trust)	05

Part II: Automatic 6-Month Extension Complete if Filing Other Forms

b Enter the form code for the return that this application is for (see below)

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-PC	21
Form 706-GS(T)	02	Form 1120-POL	22
Form 1041-N	06	Form 1120-REIT	23
Form 1041-QFT	07	Form 1120-RIC	24
Form 1042	08	Form 1120S	25
Form 1065-B	10	Form 1120-SF	26
Form 1066	11	Form 3520-A	27
Form 1120	12	Form 8612	28
Form 1120-C	34	Form 8613	29
Form 1120-F	15	Form 8725	30
Form 1120-FSC	16	Form 8831	32
Form 1120-H	17	Form 8876	33
Form 1120-L	18	Form 8924	35
Form 1120-ND	19	Form 8928	36
Form 1120-ND (section 4951 taxes)	20		

2 If the organization is a foreign corporation that does not have an office or place of business in the United States, check here

3 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here
If checked, attach a schedule, listing the name, address, and Employer Identification Number (EIN) for each member covered by this application.

Part III: All Filers Must Complete This Part

4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here

5a The application is for calendar year 2008, or tax year beginning _____, and ending _____

b Short tax year. If this tax year is less than 12 months, check the reason:
 Initial return Final return Change in accounting period Consolidated return to be filed

6 Tentative total tax	6	
7 Total payments and credits (see instructions)	7	
8 Balance due. Subtract line 7 from line 6. Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW) (see instructions for exceptions)	8	

B4 (Official Form 4) (12/07)

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

In re Pepe Properties, LLC

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>
Lacanter Builders, Inc. 19623 Wittenburg San Antonio, TX 78256	Lacanter Builders, Inc. 19623 Wittenburg San Antonio, TX 78256	Unpaid construction costs		151,529.00
Mike Skeldon 13434 Harvest Bend San Antonio, TX 78217	Mike Skeldon 13434 Harvest Bend San Antonio, TX 78217	Loans: 7/05/08 - \$5,693.78; 3/31/08 - \$6,000.00; 2/19/08 - \$1,100.00; 1/10/08 - \$1,364.59; 1/16/08 - \$1,840.00; 1/16/08 - \$1,890.95; 11/01/07 - \$7.22		40,457.00
Terrene Ayes 7910 Herder Circle San Antonio, TX 78251	Terrene Ayes 7910 Herder Circle San Antonio, TX 78251	Wages owed by Pepe Enterprises; obligation assumed by the Debtor		26,000.00
Leticia Jones 966 Austin Hwy San Antonio, TX 78209	Leticia Jones 966 Austin Hwy San Antonio, TX 78209	Loans: 7/02/08 - \$15,450.00; 4/21/08 - \$4,877.25		20,327.00
Phyllis Krause 1107 Cooper Hawk Path Pflugerville, TX 78660	Phyllis Krause 1107 Cooper Hawk Path Pflugerville, TX 78660	Loans: 5/30/08 - \$7,160.25; 6/02/08 - \$1,500.00; 12/22/08 - \$3,333.33; 5/08/09 - \$2,513.00		14,507.00
Martha Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660	Martha Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660	Loan		14,507.00
David Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660	David Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660	Loans: 5/30/08 - \$7,160.25; 6/02/08 - \$1,500.00; 12/22/08 - \$3,333.33; 5/08/09 - \$2,513.00		14,507.00
Luis Orozco 2003 Oak Hill Rd., #102 San Antonio, TX 78238	Luis Orozco 2003 Oak Hill Rd., #102 San Antonio, TX 78238	Wages owed by Pepe Enterprises; obligation assumed by the Debtor		9,800.00

B4 (Official Form 4) (12/07) - Cont.
 In re **Pepe Properties, LLC**

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>
A.R. Estrella 8234 Elm Glade San Antonio, TX 78251	A.R. Estrella 8234 Elm Glade San Antonio, TX 78251	Loan		9,000.00
Maria Rodriguez 10347 Oakwood Crest San Antonio, TX 78245	Maria Rodriguez 10347 Oakwood Crest San Antonio, TX 78245	Wages owed by Pepe Enterprises; obligation assumed by the Debtor		2,500.00
Juan Carlos Hernandez 7750 Culebra Rd., #636 San Antonio, TX 78251	Juan Carlos Hernandez 7750 Culebra Rd., #636 San Antonio, TX 78251	Wages owed by Pepe Enterprises; obligation assumed by the Debtor		1,400.00

**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 **May 13, 2009** _____

Signature **/s/Raul Aguilar** _____
Raul Aguilar
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
Western District of Texas**

In re Pepe Properties, LLC Debtor(s)

Case No. _____
Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$2,700,000.00		
B - Personal Property	Yes	3	\$50,000.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	6		\$1,470,852.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$393,996.00	
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		17	\$2,750,000.00	\$1,864,848.00	

In re Pepe Properties, LLC Debtor(s) Case No. _____

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 co-tenant, 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 the 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
Lot 27, Block 4, NCB 16115, RED ROOF INNS, Alamo Downs Subdivision (.784 acres) in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 9533, Page 220, Deed and Plat Records of Bexar County, Texas	Fee simple	-	\$2,600,000.00	\$1,412,458.00
.6489 acre tract of land out of a 3.722 acre tract of land, which, in turn was out of a 7.251 acre tract of land acquired by Rauch Tract Partnership by document recorded in Volume 6480, Page 282, Official Public Records of Bexar County, Texas, and also described as NCB 16115, P-69A and P-70A	Fee simple	-	\$100,000.00	\$58,273.00

Total: **\$2,700,000.00**
(Report also on Summary of Schedules)

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 the 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 petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not include 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, With- Out 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.		Account No. 7012961814 Wells Fargo Bank 6100 Bandera Rd. San Antonio, TX	-	
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

In re Pepe Properties, LLC
Debtor

Case No. _____
(If known)

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, With- Out Deducting Any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

In re **Pepe Properties, LLC**
Debtor

Case No. _____
(If known)

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, With- Out 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.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See Exhibit B-29 6890 NW Loop 410 San Antonio, TX	-	\$50,000.00
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			
			Total >	\$50,000.00

(Report also on Summary of Schedules)

EXHIBIT B-29



TEXAS ASSOCIATION OF REALTORS®
COMMERCIAL LEASE EXHIBIT

USE OF THIS FORM BY PERSONS WHO ARE NOT MEMBERS OF THE TEXAS ASSOCIATION OF REALTORS® IS NOT AUTHORIZED.
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EXHIBIT

TO COMMERCIAL LEASE BETWEEN THE UNDERSIGNED PARTIES CONCERNING THE LEASED PREMISES AT 6890 NW Loop 410, San Antonio, TX 78238

- 3 Tile tables
- 240 Chairs
- 60 Tables (talavera)
- 9 Wrought Iron Tables
- 1 True-Mug/Freezer
- 2 True-Beer Cooler (dual)
- True-Keg Cooler (dual)
- Taylor (dual) Margarita machine
- Utility Shelf (cart) 3 tier
- 4 Comp bar sink
- 2 Ice Bins
- 16 Bar Stools
- POS Station
 - 2 operating
 - 1 in storage
 - 1 back office
- 1 Armoire
- 48" griddle
- 40 lb Fryer
- 3 small SS work stations
- 7 ft Grill
- Reach-in chest freezer
- Ice Machine 1000 lb
- Food Warmer (Metro Flavor)
- 2 Salamanders
- 2 Stock Pot stoves
- 1 Range w/flat top grill
- 3 SS work stations
- 3 Comp pot sink
- Steam Table with Refrig Cold Bin
- 1 Credenza
- 1 Round table with 4 chairs
- 1 L-shaped Desk
- 3 Computers
- 1 Office jet printer
- 1 Laser printer
- 2 desks with drawers
- 2 work tables
- 1 4 drawer filing cabinet
- 1 2 drawer filing cabinet
- 1 5 drawer filing cabinet
- 1 leather sofa
- 1 2 door cabinet
- 1 bookcase
- Stereo system
- 1 TV office
- 4 TVs (bar)
- 1 DMX Cable box
- Paintings (9)
- Water heater
- Wine Cooler
- 7 Utility racks (3 tiers)
- Network/Lan/Hub
- Poblano's Kiosk

Otoniel Avila
Tenant
By Otoniel Avila 11/20/08
Date

Pepe Properties, LLC
Landlord
By Raul Aguilar 11/20/08
Date
Raul Aguilar, Manager

Tenant
By _____
Date

Pepe Properties, LLC
Landlord
By Brad Richie 11/20/08
Date
Brad Richie, Manager

In re **Pepe Properties, LLC**

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>	Husband, Wife, Joint or Community		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
	CODER	HWC						
ACCOUNT NO. 16115-004-0270			2007, 2008; 2009					
Bexar County TAC P.O. Box 839950 San Antonio, TX 78283		N A	Statutory Lien Lot 27, Block 4, NCB 16115, RED ROOF INNS, Alamo Downs Subdivision (.784 acres) in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 9533, Page 220, Deed and Plat Records of Bexar County, Texas					
			VALUE \$2,600,000.00				\$34,464.00	\$0.00

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

In re **Pepe Properties, LLC**

Debtor(s)

Case No.

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	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. 16115-000-0692							
Bexar County TAC P.O. Box 839950 San Antonio, TX 78283		2007, 2008; 2009					
		.6489 acre tract of land out of a 3.722 acre tract of land, which, in turn was out of a 7.251 acre tract of land acquired by Rauch Tract Partnership by document recorded in Volume 6480, Page 282, Official Public Records of Bexar County, Tex					
	NA						
		VALUE				\$5,203.00; Unknown	\$0.00

B6D (Official Form 6D) (12/07) - Cont.
 In re **Pepe Properties, LLC**

Debtor(s)

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
 (Continuation Sheet)

C R E D I 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 T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
	C O D E B T O R	H W J C					
ACCOUNT NO.							
Fallbrook Capital, Inc. 5256 S. Mission Rd., #104 Bonsall, CA 92003			7/25/2006 Second lien Deed of Trust Lot 27, Block 4, NCB 16115, RED ROOF INNS, Alamo Downs Subdivision (.784 acres) in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 9533, Page 220, Deed and Plat Records of Bexar County, Texas. Pursuant to "Assignment of Deed of Trust" filed 2/15/2008 at Document No. 20080030869, in the Official Public Records of Bexar County, Texas, Fallbrook Capital, Inc. assigned all if its right, title and interest in the Deed of Trust dated 7/26/2006 and the underlying promissory note to Mission Oaks Nat'l Bank. Because Fallbrook Capital, Inc. recently posted the real property for foreclosure, the Debtor does not know which entity is the lawful owner of the Deed of Trust and the underlying promissory note.				
	X	A	VALUE \$2,600,000.00		X	\$64,000.00	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN 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 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 J C						
ACCOUNT NO. T114								
KAM Leveraged Growth & Income Fund, Inc. c/o KAM Servicing, Ltd. 1800 Fredericksburg Rd., #102 San Antonio, TX 78201				12/27/2006 First lien Deed of Trust .6489 acre tract of land out of a 3.722 acre tract of land, which, in turn was out of a 7.251 acre tract of land acquired by Rauch Tract Partnership by document recorded in Volume 6480, Page 282, Official Public Records of Bexar County, Tex				
		NA					\$54,190.00	\$0.00
				VALUE \$100,000.00				

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

In re **Pepe Properties, LLC**

Debtor(s)

Case No. _____

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	Husband, Wife, Joint or Community	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
		H W J C						
ACCOUNT NO. Mission Oaks Nat'l Bank 41530 Enterprise Circle, #100 Temecula, CA 92590			7/25/2006 Second lien Deed of Trust Lot 27, Block 4, NCB 16115, RED ROOF INNS, Alamo Downs Subdivision (.784 acres) in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 9533, Page 220, Deed and Plat Records of Bexar County, Texas. Pursuant to "Assignment of Deed of Trust" filed 2/15/2008 at Document No. 20080030869, in the Official Public Records of Bexar County, Texas, Fallbrook Capital, Inc. assigned all if its right, title and interest in the Deed of Trust dated 7/26/2006 and the underlying promissory note to Mission Oaks Nat'l Bank. Because Fallbrook Capital, Inc. recently posted the real property for foreclosure, the Debtor does not know which entity is the lawful owner of the Deed of Trust and the underlying promissory note.					
		N A				X	\$0.00	\$0.00

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

In re **Pepe Properties, LLC**

Debtor(s)

Case No. _____

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	Husband, Wife, Joint or Community	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
		H W J C						
ACCOUNT NO. 8686793-9001			7/25/2006					
Zions First National Bank 1 South Main Street, #500 Salt Lake City, UT 84133		N A	First lien Deed of Trust Lot 27, Block 4, NCB 16115, RED ROOF INNS, Alamo Downs Subdivision (.784 acres) in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 9533, Page 220, Deed and Plat Records of Bexar County, Texas					
			VALUE \$2,600,000.00				\$1,312,995.00	\$0.00
Total(s) (Use only on last page)							\$1,470,852.00	\$0.00

(Report also on Summary of Schedules)

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

In re Pepe Properties, LLC

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 Pepe Properties, LLC
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. 17429029824								
Comptroller of Public Accounts Bankruptcy Section P.O. Box 13528 Austin, TX 78711		-					0.00	0.00
Account No. 74-2902982			Form 1065 - U.S. Return of Partnership Income (2008) - Filing has been automatically extended				0.00	0.00
Internal Revenue Service Special Procedures Staff 300 E. 8th St., STOP 5022-AUS Austin, TX 78701		-					0.00	0.00
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							0.00	0.00
Total (Report on Summary of Schedules)							0.00	0.00

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

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

In re Pepe Properties, LLC, Debtor Case No. _____

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. A.R. Estrella 8234 Elm Glade San Antonio, TX 78251			Loan				9,000.00
Account No. David Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660			Loans: 5/30/08 - \$7,160.25; 6/02/08 - \$1,500.00; 12/22/08 - \$3,333.33; 5/08/09 - \$2,513.00				14,507.00
Account No. Juan Carlos Hernandez 7750 Culebra Rd., #636 San Antonio, TX 78251			Wages owed by Pepe Enterprises; obligation assumed by the Debtor				1,400.00
Account No. Lacantera Builders, Inc. 19623 Wittenburg San Antonio, TX 78256			Unpaid construction costs				151,529.00
Subtotal (Total of this page)							176,436.00

2 continuation sheets attached

In re Pepe Properties, LLC 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. Laura Aguilar 8234 Elm Glade San Antonio, TX 78251	-		Loans: 42 over period of 9/01/03 - 4/13/06			50,252.00
Account No. Leticia Jones 966 Austin Hwy San Antonio, TX 78209	-		Loans: 7/02/08 - \$15,450.00; 4/21/08 - \$4,877.25			20,327.00
Account No. Luis Orozco 2003 Oak Hill Rd., #102 San Antonio, TX 78238	-		Wages owed by Pepe Enterprises; obligation assumed by the Debtor			9,800.00
Account No. Maria Rodriguez 10347 Oakwood Crest San Antonio, TX 78245	-		Wages owed by Pepe Enterprises; obligation assumed by the Debtor			2,500.00
Account No. Marjorie Richie 106 Vaughan Pl. San Antonio, TX 78201	-		Loan: 7/01/05			39,210.00
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	122,089.00

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

In re Pepe Properties, LLC

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 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. Martha Ilger 1107 Cooper Hawk Path Pflugerville, TX 78660	-		Loans: 5/30/08 - \$7,160.25; 6/02/08 - \$1,500.00; 12/22/08 - \$3,333.33; 5/08/09 - \$2,513.00			14,507.00
Account No. Mike Skeldon 13434 Harvest Bend San Antonio, TX 78217	-		Loans: 7/05/08 - \$5,693.78; 3/31/08 - \$6,000.00; 2/19/08 - \$1,100.00; 1/10/08 - \$1,364.59; 1/16/08 - \$1,840.00; 1/16/08 - \$1,890.95; 11/01/07 - \$7,228.73; 11/10/07 - \$7,030.86; 12/15/06 - \$5,847.93; 12/18/08 - \$2,460.04			40,457.00
Account No. Phyllis Krause 1107 Cooper Hawk Path Pflugerville, TX 78660	-		Loans: 5/30/08 - \$7,160.25; 6/02/08 - \$1,500.00; 12/22/08 - \$3,333.33; 5/08/09 - \$2,513.00			14,507.00
Account No. Terrene Ayes 7910 Herder Circle San Antonio, TX 78251	-		Wages owed by Pepe Enterprises; obligation assumed by the Debtor			26,000.00
Account No.						

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

Subtotal
(Total of this page)

95,471.00

Total
(Report on Summary of Schedules)

393,996.00

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

In re Pepe Properties, LLC

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.
---	--

**Otoniel Avila
6890 NE Loop 410
San Antonio, TX 78238**

Commercial Lease, exeduted November 20, 2008, and amended by instrument dated November 26, 2008, for a term ending December 31, 2013. Debtor is the landlord under the lease. Lease covers both tracts of land described in Schedule A, and the equipment described in Schedule B-29.

In re **Pepe Properties, LLC**

Debtor(s)

Case No.

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight years immediately preceding the commencement of this 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
Brad Richie P.O. Box 760863 San Antonio, TX 78245	Zions First National Bank 1 South Main Street, #500 Salt Lake City, UT 84133
Brad Richie P.O. Box 760863 San Antonio, TX 78245	Fallbrook Capital, Inc. 5256 S. Mission Rd., #104 Bonsall, CA 92003
Pepe Enterprises, Inc. P.O. Box 760863 San Antonio, TX 78245	Zions First National Bank 1 South Main Street, #500 Salt Lake City, UT 84133
Pepe Enterprises, Inc. P.O. Box 760863 San Antonio, TX 78245	Fallbrook Capital, Inc. 5256 S. Mission Rd., #104 Bonsall, CA 92003

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

In re Pepe Properties, LLC
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 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date May 13, 2009

Signature /s/ Raul Aguilar
Raul Aguilar
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) (12/07)

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

In re Pepe Properties, LLC

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
\$106,000.00	2007 lease payments
\$106,000.00	2008 lease payments
\$57,000.00	January through May 2009 lease payments

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 creditor 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
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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 \$5,475. 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 creditor 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/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See Attachment 3.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
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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
Bexar County, et al. vs. Pepe Properties, LLC, et al. Case No. 2009-TA-1-00999	Tax suit	288th Judicial District Court Bexar County, Texas	Pending

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
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ATTACHMENT 3.b

Payments in the last 90 days:

			<u>Amount</u>	<u>Balance Owed</u>
Fallbrook Capital, Inc.	3/2/09	5,000.00		64,000
5256 S. Mission Rd., Suite 104	4/6/09	5,000.00		
Bonsall, CA 92003	5/5/09	1,000.00	11,000.00	
Lacantera Builders, Inc.	3/1/09	7,944.87		175,000
19623 Wittenburg	4/1/09	4,820.07		
San Antonio, TX 78256	5/4/09	8,282.07	21,047.01	
KAM Servicing, Ltd.	3/1/09	718.75		45,000
1800 Fredericksburg Rd, #102	3/1/09	718.75		
San Antonio, TX 78201	4/1/09	718.75		
	5/4/09	718.75	2,875.00	
Daniel Peterson (broker)	3/5/09		2,000.00	-
1207 Antoine Dr.				
Houston, TX 77055				
Hardmoney Placement, Inc.	3/17/09		3,200.00	-
26828 Maple Valley Hwy #240				
Maple Valley, WA 98038				
Advanced Evaluation Service	3/24/09		2,900.00	-
R. Kent Carter (appraiser)				
1630 Fawn Bluff				
San Antonio, TX 78248				
Bexar County District Attorney	4/9/09		3,308.84	-
San Antonio, TX				
Realty Capital Partners, LLC	1/30/09		5,000.00	
4 Solomon's Arcade				
Charlestown, Nevis				
Eastern Realty Corp	1/30/09		4,000.00	
PO Box 422				
Sciota, PA 18354				

Zions First National Bank	12/23/08	10,094.91	
1 South Main Street, #500	11/21/08	11,807.54	
Salt Lake City, UT 84133	10/1/08	10,910.75	32,813.20
Sylvia Romo	11/21/08		38,334.58
Bexar County Tax Assessor-Collector			
PO Box 839950			
San Antonio, TX 78283			
Pepe Enterprises, Ltd.	5/4/09	2,500.00	
PO Box 760863	4/1/09	700.00	
San Antonio, TX 78245	3/1/09	4,488.00	7,688.00

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
Jackson Walker L.L.P. 112 E. Pecan St., Suite 2400 San Antonio, TX 78205	1. May 11, 2009; Debtor 2. May 4, 2009; payor was Brad Richie	The Debtor paid \$5,000.00 on May 11, 2009. Brad Richie, an affiliate of the Debtor, paid an additional \$5,000.00 on May 4, 2009. In addition, the Debtor and Jackson Walker L.L.P. have entered into a Contract for Employment dated May 13, 2009, which details further compensation to be paid, subject to Bankruptcy Court approval.
Robert I. Kahn 111 Soledad, Suite 2400 San Antonio, TX 78205	January 21, 2009	\$4,000.00
Matthew M. Cowart 111 Soledad, Suite 1700 San Antonio, TX 78205	May 5, 2009	\$500.00

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
Pepe Enterprises, Ltd. P.O. Box 760863 San Antonio, TX 78245 Affiliate	3/01/2009	\$4,488.00
	4/01/2009	\$ 700.00
	05/01/2009	\$2,500.00

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.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- 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
Brad Richie P.O. Box 760863 San Antonio, TX 78245	Various
Raul Aguilar P.O. Box 760863 San Antonio, TX 78245	Various

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
Brad Richie	P.O. Box 760863 San Antonio, TX 78245
Raul Aguilar	P.O. Box 760863 San Antonio, TX 78245

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
Bruce Myles Proactive Lending 11103 San Pedro, Suite 200 San Antonio, TX 78216	Various in 2008 and 2009
Daniel Peterson Home Equity Lending, Inc. 1207 Antoine Dr. Houston, TX 77055	Various in 2008 and 2009

The statements and data for the Debtor have, on information and belief, been given by these brokers to financial institutions and other parties; however, the Debtor does not have access to the names of such institutions and parties.

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

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

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
Brad Richie P.O. Box 760863 San Antonio, TX 78245	Manager	90%
Raul Aguilar P.O. Box 760863 San Antonio, TX 78245	Manager	10%

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

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

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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See #10a. for payments to or for the benefit of Pepe Enterprises, Ltd., an affiliate of the Debtor, which is in turn owned by Raul Aguilar and Brad Richie, affiliates of the Debtor.

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)

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)

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 May 13, 2009

Signature /s/Raul Aguilar
Raul Aguilar
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

United States Bankruptcy Court
Western District of Texas

In re Pepe Properties, LLC

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named 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 the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept..... \$
Prior to the filing of this statement I have received..... \$
Balance Due..... \$

See Contract for Employment, a copy of which has been filed in the case.

2. The source of the compensation paid to me was:

[X] Debtor [X] Other (specify): \$5,000.00 received from the Debtor and \$5,000.00 received from Brad Richie, an Affiliate of the Debtor

3. The source of compensation to be paid to me is:

[X] Debtor [] Other (specify):

4. [X] I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

[] I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. [Other provisions as needed]

See Contract for Employment, a copy of which has been filed in the case.

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

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: May 13, 2009

/s/ Claiborne B. Gregory, Jr.
Claiborne B. Gregory, Jr. 08439000
Jackson Walker L.L.P.
112 E. Pecan Street, Suite 2400
San Antonio, TX 78205
(210) 228-2410 Fax: (210) 242-4607 (Direct)
cgregory@jw.com

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

In re Pepe Properties, LLC 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: May 13, 2009

/s/ Raul Aguilar
Raul Aguilar/Manager
Signer/Title

A.R. Estrella
8234 Elm Glade
San Antonio, TX 78251

Bexar County TAC
P.O. Box 839950
San Antonio, TX 78283

Brad Richie
P.O. Box 760863
San Antonio, TX 78245

Comptroller of Public Accounts
Bankruptcy Section
P.O. Box 13528
Austin, TX 78711

David Ilger
1107 Cooper Hawk Path
Pflugerville, TX 78660

Fallbrook Capital, Inc.
5256 S. Mission Rd., #104
Bonsall, CA 92003

Internal Revenue Service
Special Procedures Staff
300 E. 8th St., STOP 5022-AUS
Austin, TX 78701

Juan Carlos Hernandez
7750 Culebra Rd., #636
San Antonio, TX 78251

KAM Leveraged Growth & Income Fund, Inc.
c/o KAM Servicing, Ltd.
1800 Fredericksburg Rd., #102
San Antonio, TX 78201

Lacantera Builders, Inc.
19623 Wittenburg
San Antonio, TX 78256

Laura Aguilar
8234 Elm Glade
San Antonio, TX 78251

Leticia Jones
966 Austin Hwy
San Antonio, TX 78209

Luis Orozco
2003 Oak Hill Rd., #102
San Antonio, TX 78238

Maria Rodriguez
10347 Oakwood Crest
San Antonio, TX 78245

Marjorie Richie
106 Vaughan Pl.
San Antonio, TX 78201

Martha Ilger
1107 Cooper Hawk Path
Pflugerville, TX 78660

Mike Skeldon
13434 Harvest Bend
San Antonio, TX 78217

Mission Oaks Nat'l Bank
41530 Enterprise Circle, #100
Temecula, CA 92590

Phyllis Krause
1107 Cooper Hawk Path
Pflugerville, TX 78660

Raul Aguilar
P.O. Box 760863
San Antonio, TX 78245

Terrene Ayes
7910 Herder Circle
San Antonio, TX 78251

United States Trustee
615 E. Houston St., Suite 533
San Antonio, TX 78209

Zions First National Bank
1 South Main Street, #500
Salt Lake City, UT 84133