

B1 (Official Form 1)(1/08)

United States Bankruptcy Court Eastern District of Virginia		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Thompson Residuary Investors, 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) 26-1616293		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): 8230 Leesburg Pike, Suite 610 Vienna, VA <div style="text-align: right; font-size: small;">ZIP Code 22182</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Fairfax		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): c/o Stephen A. Wexler 8230 Leesburg Pike, Suite 610 Vienna, VA <div style="text-align: right; font-size: small;">ZIP Code 22182</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): Stoney Creek Farm Potomac, MD 20854		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

BI (Official Form 1)(1/08)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Thompson Residuary Investors, LLC	
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>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Thompson Residuary Investors, LLC</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X <u>/s/ James M. Lewis</u> Signature of Attorney for Debtor(s)</p> <p><u>James M. Lewis 14118</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Rees Broome, PC</u> Firm Name</p> <p><u>8133 Leesburg Pike</u> <u>Ninth Floor</u> <u>Vienna, VA 22182-2706</u></p> <p>_____ Address</p> <p style="text-align: right;">Email: JLewis@reesbroome.com</p> <p><u>(703) 790-1911 Fax: (703) 848-2530</u> Telephone Number</p> <p><u>June 9, 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>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>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/ CRSC, LLC by Stephen A. Wexler, Member</u> Signature of Authorized Individual</p> <p><u>CRSC, LLC by Stephen A. Wexler, Member</u> Printed Name of Authorized Individual</p> <p><u>Thompson Residuary Investors, LLC Manager</u> Title of Authorized Individual</p> <p><u>June 9, 2009</u> Date</p>	

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Thompson Residuary Investors, 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) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Alan H. Ost 12611 Hill Creek Lane Potomac, MD 20854	Alan H. Ost 12611 Hill Creek Lane Potomac, MD 20854	incomplete warranty repairs to home		4,683.00
Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	creditor under indemnification clause in bond agreements	Contingent Unliquidated	1,358,110.00
Equity Financial Resources, In c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	Equity Financial Resources, In c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	debt as co-guarantor with rights of contribution	Contingent Unliquidated Disputed	1.00
Equity Homes, LLC c/o Raymond A. Yancey PO Box 1248 Fairfax, VA 22038	Equity Homes, LLC c/o Raymond A. Yancey PO Box 1248 Fairfax, VA 22038	debt as co-guarantor with rights of contribution	Contingent Unliquidated Disputed	1.00
Equity Resources, Inc. c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	Equity Resources, Inc. c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	debt as co-guarantor with rights of contribution	Contingent Unliquidated Disputed	1.00
Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	performance bond	Contingent Unliquidated	20,000.00
Montgomery County, Maryland 255 Rockville Pike Rockville, MD 20850	Montgomery County, Maryland 255 Rockville Pike Rockville, MD 20850	Unpaid Real Estate Taxes		7,717.00
Montgomery County, Maryland Div. of Land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	Montgomery County, Maryland Div. of Land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	performance bond	Contingent Unliquidated	618,347.00

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

In re Thompson Residuary Investors, 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>
Montgomery County, Maryland Division of land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	Montgomery County, Maryland Division of land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	performance bond	Contingent Unliquidated	410,000.00
Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	performance bond	Contingent Unliquidated	309,763.00
Prasad Margasahayam 12519 Sycamore View Drive Potomac, MD 20854	Prasad Margasahayam 12519 Sycamore View Drive Potomac, MD 20854	incomplete warranty repairs to home	Disputed	142,917.70
Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	loan for legal fees and operating expenses		100,000.00
Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	loan for funding of ESC account and ROW account under Montgomery County Bond Release Agreement of June 8, 2009		53,000.00
Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	personal loan	Unliquidated Disputed	1.00
Vinu and Usha Ganti 12526 Sycamore View Drive Potomac, MD 20854	Vinu and Usha Ganti 12526 Sycamore View Drive Potomac, MD 20854	incomplete warranty repairs to home	Disputed	38,000.00

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

In re Thompson Residuary Investors, LLC
Debtor(s)

Case No. _____

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

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

I, the Thompson Residuary Investors, LLC 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 June 9, 2009

Signature /s/ CRSC, LLC by Stephen A. Wexler, Member
CRSC, LLC by Stephen A. Wexler, Member
Thompson Residuary Investors, LLC Manager

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

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

**United States Bankruptcy Court
Eastern District of Virginia**

In re **Thompson Residuary Investors, 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	\$8,400,000.00		
B - Personal Property	Yes	3	\$24,900.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		\$6,252,201.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		\$7,716.78	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$3,054,824.70	
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		14	\$8,424,900.00	\$9,314,742.70	

Form 6 - Statistical Summary (12/07)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Thompson Residuary Investors, LLC Debtor(s) Case No. _____ Chapter 11

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

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

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

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

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

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

State the following:

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

State the following:

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

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

In re Thompson Residuary Investors, LLC Case No. _____
 Debtor(s)

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
Subdivision known as Stoney Creek Farm, a parcel of land originally containing 43.0175 acres of land more or less, less outsales of remaining lots # 13, 15, 16, 17, 18, 21, 28, 31, 32, 33, 35, 36 and Parcels A and D in Stoney Creek Farm, Potomac, MD	Fee simple	-	minimum of \$8,400,000.00	\$6,252,201.00
Total:			\$8,400,000.00	

(Report also on Summary of Schedules)

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

In re **Thompson Residuary Investors, LLC**

Debtor(s)

Case No. _____

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.		Checking Account No. 39908185627 TD Bank 2070 Chain Bridge, Suite 145 Vienna, virginia 22182	-	approximately \$24,900.00
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			

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

In re Thompson Residuary Investors, LLC
Debtor

Case No. _____
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, Without Deducting Any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	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			

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

In re Thompson Residuary Investors, LLC
Debtor

Case No. _____
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, Without Deducting Any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Total > \$24,900.00

(Report also on Summary of Schedules)

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

In re Thompson Residuary Investors, 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>	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
		X A						
ACCOUNT NO. Wxxxx4353			June 30, 2004					
Bank of America, N.A. Real Estate Managed Assets Mail Stop: NJ6-502-01-33 750 Walnut Avenue Cranford, NJ 07016 Attn: Ruth Rodriguez-Wilson	X	A	Land Acquisition, Development and Construction Loan Subdivision known as Stoney Creek Farm, a parcel of land originally containing 43.0175 acres of land more or less, less outsales of remaining lots # 13, 15, 16, 17, 18, 21, 28, 31, 32, 33, 35, 36 and Parcels A and D in Stoney Creek Farm, Potomac,			X		
			VALUE \$8,400,000.00				\$6,252,201.00	\$0.00
Total(s)							\$6,252,201.00	\$0.00

(Use only on last page)

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

In re Thompson Residuary Investors, LLC
Debtor(s)

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

Total(s)
(Use only on last page)

\$6,252,201.00	\$0.00
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(Report also on
Summary of Schedules)

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

B6E (Official Form 6E) (12/07)

In re **Thompson Residuary Investors, LLC**

Debtor(s)

Case No. _____

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).

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

In re **Thompson Residuary Investors, LLC**

Debtor(s)

Case No. _____

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

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 **Thompson Residuary Investors, LLC**

Case No. _____

Debtor(s)

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

**Taxes and Certain Other Debts
Owed to Governmental Units**
Type of Priority

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	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. xxxx2630								0.00	
Montgomery County, Maryland 255 Rockville Pike Rockville, MD 20850		N A		12/31/2008 Unpaid Real Estate Taxes			\$7,716.78 plus interest and penalties	\$7,716.78 plus interest and penalties	
Subtotals: (Totals of this page)							7,716.78	0.00	7,716.78
Total: (Use only on last page of the completed Schedule E. Repeat also on the Summary of Schedules.)							7,716.78 plus interest and penalties		
Totals: (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.								0.00	7,716.78 plus interest and penalties

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

In re Thompson Residuary Investors, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Alan H. Ost 12611 Hill Creek Lane Potomac, MD 20854	-	2008 incomplete warranty repairs to home				4,683.00
Account No. Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	-	creditor under indemnification clause in bond agreements	X	X		1,358,110.00
Account No. Equity Financial Resources, Inc c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	-	debt as co-guarantor with rights of contribution	X	X	X	1.00
Account No. Equity Homes, LLC c/o Raymond A. Yancey PO Box 1248 Fairfax, VA 22038	-	debt as co-guarantor with rights of contribution	X	X	X	1.00
Subtotal (Total of this page)						1,362,795.00

2 continuation sheets attached

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

In re Thompson Residuary Investors, LLC
Debtor

Case No. _____

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 E	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. Equity Resources, Inc. c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066					X	X	X	1.00
Account No. Montgomery County, Maryland Div. of Land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	X				X	X		618,347.00
Account No. Montgomery County, Maryland Division of land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850	X				X	X		410,000.00
Account No. SUxxx8296-A Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	X				X	X		20,000.00
Account No. SUxxx8296 Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850	X				X	X		309,763.00
Subtotal (Total of this page)								1,358,111.00

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

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

In re Thompson Residuary Investors, LLC
Debtor

Case No. _____

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	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Prasad Margasahayam 12519 Sycamore View Drive Potomac, MD 20854				incomplete warranty repairs to home			X	142,917.70
Account No. Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038				June 1, 2009 loan for legal fees and operating expenses				100,000.00
Account No. Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038				June 8, 2009 loan for funding of ESC account and ROW account under Montgomery County Bond Release Agreement of June 8, 2009				53,000.00
Account No. Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066				personal loan		X	X	1.00
Account No. Vinu and Usha Ganti 12526 Sycamore View Drive Potomac, MD 20854				incomplete warranty repairs to home			X	38,000.00
Subtotal (Total of this page)								333,918.70
Total (Report on Summary of Schedules)								3,054,824.70

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

Subtotal
(Total of this page) **333,918.70**
Total
(Report on Summary of Schedules) **3,054,824.70**

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

In re Thompson Residuary Investors, 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.
Arch Insurance Company Attn: Brian Huhn, Esq 1601 Cherry Street, Ste 1500 Philadelphia, PA 19102	Montgomery County Bond Release Management Agreement
Glenstone Foundation Attn: Joseph O. Bunting, III 2099 Pennsylvania Ave, NW, 12t Washington, DC 20006	Real Estate Sales Contract of February 25, 2009 for Lots 21, 28, and 36 (as amended June 8, 2009) Contract subject to extension
H2 Land Company Michael B. Hummel 3684 Centerview Drive, Ste 120 Chantilly, VA 20151	Montgomery County Bond Release Management Agreement Contract expires December 8, 2009
James Whang 12504 Sycamore View Drive Potomac, MD 20854	Unimproved land contract of sale for Lots 16, 17 and 18 contract subject to extension
Raymond A. Yancey, Trustee Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	Montgomery County Bond Release Management Agreement

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

In re Thompson Residuary Investors, LLC Case No. _____
 Debtor

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	Montgomery County, Maryland Div. of Land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850
Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	Montgomery County, Maryland Division of Land Dev. Services 255 Rockville Pike, Suite 201E Rockville, MD 20850
Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850
Arch Insurance Company Attn: Brian Kuhn, Esq. 135 N. Los Robles Ave, #825 Pasadena, CA 91101	Montgomery County, Maryland National Capitol Park & Planni 255 Rockville Pike Rockville, MD 20850
Equity Financial Resources, In c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	Bank of America, N.A. Real Estate Managed Assets Mail Stop: NJ6-502-01-33 Cranford, NJ 07016
Equity Homes, LLC c/o Raymond A. Yancey, Trustee PO Box 1248 Fairfax, VA 22038	Bank of America, N.A. Real Estate Managed Assets Mail Stop: NJ6-502-01-33 Cranford, NJ 07016
Equity Resources, Inc. c/o Robert L. Fitton, II 608 Deerfield Pond Court Great Falls, VA 22066	Bank of America, N.A. Real Estate Managed Assets Mail Stop: NJ6-502-01-33 Cranford, NJ 07016

0 continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court
Eastern District of Virginia**

In re Thompson Residuary Investors, 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 Thompson Residuary Investors, LLC 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 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 9, 2009

Signature /s/ CRSC, LLC by Stephen A. Wexler, Member
CRSC, LLC by Stephen A. Wexler, Member
Thompson Residuary Investors, LLC 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
Eastern District of Virginia**

In re Thompson Residuary Investors, 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
\$6,935,000.00	2008: Debtor Land Sales
\$6,193,070.00	2007: Debtor Land and Home Sales

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
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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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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
Builders' Firstsource - Atlantic Group Inc. v. Thompson Residuary Investors LLC, et al., Case No. 289409-V	Establish and enforce mechanics lien/breach of contract	Circuit Court for Montgomery County, Maryland	Closed, satisfied as to Thompson Residuary Investors, LLC
D & B Enterprises, Inc. v. Thompson Residuary Investors, LLC Case No. 290130V	Establish and enforce mechanics lien	Circuit Court of Montgomery County, Maryland	Closed
Builders Blinds & Designs, LLC v. Thompson Residuary Investors, LLC Case No. 297681V	Establish and enforce mechanics lien	Circuit Court for Montgomery County, Maryland	Closed
GTB Enterprise Inc. v. Thompson Residuary Investors, LLC Case No. 295601V	Claim for unjust enrichment/establish and enforce mechanics lien	Circuit Court of Montgomery County, Maryland	Closed
American Residential Services, LLC v. Thompson Residuary Investors, LLC, et al, Case No. 295735V	Establish and enforce mechanics lien/breach of contract/unjust enrichment	Circuit Court of Montgomery County, Maryland	Reopened

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Peed Plumbing, Inc. v. Thompson Residuary Investors, LLC Case No. 290775V	Establish and enforce mechanics lien	Circuit Court for Montgomery County, Maryland	Closed
Bond Enterprises, Inc. v. Thompson Residuary Investors, LLC, et al Case No. 293508V	Establish and enforce mechanics lien	Circuit Court for Montgomery County, Maryland	Closed
TEG Masonry, Inc. v. Equity Homes, et al. Case No. 294829V	Establish and enforce mechanics lien	Circuit Court for Montgomery County, Maryland	Closed
Dynalectric Co. v. Equity Homes, et al. Case No. 295407V	breach of contract/unjust enrichment/establish and enforce mechanics lien	Circuit Court for Montgomery County, Maryland	Closed
Todd S. Decklbaum, Substitute Trustee v. Thompson Residuary Investors, LLC Case No. 312458V	Foreclosure deed of trust	Circuit Court for Montgomery County, Maryland	Open
Per CPAN records, no suits are pending as of 6/8/2009 in Fairfax County, Virginia			

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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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
Rees Broome, PC 8133 Leesburg Pike, Ninth Floor Vienna, VA 22182-2706	6/5/09	\$75,000.00

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
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

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

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

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

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

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

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

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
4035 Ridge Top Road, Suite 150 Fairfax, Virginia 22030	Thompson Residuary Investors, LLC	until February, 2008
c/o Raymond A. Yancey, Trustee for Equity Homes, LLC PO Box 1248 Fairfax, VA 22038	Thompson Residuary Investors, LLC	2/2008 - 5/18/2009

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
Robert L. Fitton, II
608 Deerfield Pond Court
Great Falls, VA 22066

DATES SERVICES RENDERED
2/1991-8/2008

Lorie Potts
PO Box 8003
Reston, VA 20195

until 2/2008

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
Beers and Cutler **8219 Leesburg Pike, Suite 800**
Vienna, VA 22182

DATES SERVICES RENDERED
2008 (as part of audit of Equity Homes, LLC)

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
Records
Most Records are in the possession of Robert L. Fitton, II
(formerly President of Equity Homes, LLC) but Stephen A. Wexler
has been promised access and turnover through Lorie Potts.

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

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)

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
CRSC, LLC c/o Stephen A. Wexler Marcher Consultants, Inc. 8230 Leesburg Pike, Suite 610 Vienna, VA 22182	Sole Member	Member, 100% ownership

22 . Former partners, officers, directors and shareholders

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

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

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

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

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

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
CRSC, LLC	26-1616293
Equity Homes, LLC	54-1575126

25. Pension Funds.

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

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

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

Date June 9, 2009

Signature /s/ CRSC, LLC by Stephen A. Wexler, Member
CRSC, LLC by Stephen A. Wexler, Member
Thompson Residuary Investors, LLC 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
Eastern District of Virginia**

In re Thompson Residuary Investors, 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(s) and that compensation 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.....	\$	Post petition fees as incurred and approved by the Court
Prior to the filing of this statement I have received.....	\$	75,000.00 of which 23,159.00 was applied pre- petition, leaving a balance of 51,841.00
Balance Due.....	\$	0.00

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

Debtor Other (specify)

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

Debtor Other (specify) [with Court approval, the balance of the pre-petition retainer and post-petition services generated by Debtor]

4. 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:

On December 21, 2007, Equity Homes, LLC sold all of its membership interests in the Debtor to CRSC, LLC and took back CRSC's promissory note in the approximate amount of \$4,900,000.00. On March 10, 2008, Raymond a. Yancey became the Trustee under an assignment for the benefit of creditors of Equity Homes, LLC ("ABC Trustee").

ABC Trustee is now the holder of the promissory note. His interests are aligned with and not adverse to the interests of the Debtor. Each wants to complete improvements to Stoney Creek, sell all lots, pay all creditors including Bank of America, and distribute the remaining funds to CRSC, which will then be able to pay down its promissory note to Equity Homes, LLC, thereby allowing the ABC Trustee to make partial payments to creditors of Equity Homes, LLC.

In this regard, on June 1, 2009, debtor borrowed \$100,000.00 in funds pre-petition from Raymond A. Yancey, Trustee, of which \$75,000.00 was paid to Rees Broome, P.C. for pre-petition legal services and as security for payment of legal fees and costs to be incurred post petition. In addition, on June 8, 2009, Debtor borrowed \$53,000.00 from ABC trustee for the sole purpose of funding the last \$53,000.00 needed under paragraph 4(a)(iv)(x) of the Montgomery County Bond Release Agreement dated June 8, 2009 to fund the ESC account and ROW account.

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

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.

June 9, 2009

Date

/s/ James M. Lewis

James M. Lewis 14118

Signature of Attorney

Rees Broome, PC

Name of Law Firm

8133 Leesburg Pike

Ninth Floor

Vienna, VA 22182-2706

(703) 790-1911 Fax: (703) 848-2530

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000
(For all Cases Filed on or after 10/17/2005)

**NOTICE TO DEBTOR(S) AND STANDING TRUSTEE
PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)**

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney

**United States Bankruptcy Court
Eastern District of Virginia**

In re Thompson Residuary Investors, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CRSC, LLC c/o Stephen A. Wexler, 8230 Leesburg Pike, Suite 610 Vienna, VA 22182	Sole Member	100%	membership interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date June 9, 2009

Signature /s/ CRSC, LLC by Stephen A. Wexler, Member
CRSC, LLC by Stephen A. Wexler, Member
Thompson Residuary Investors, LLC 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 Eastern District of Virginia

In re Thompson Residuary Investors, LLC Debtor

Case No. _____

Chapter 11

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

Alexandria Division

Cities:

- Alexandria-510
Fairfax-600
Falls Church-610
Manassas-683
Manassas Park-685

Counties:

- Arlington-013
Fairfax-059
Fauquier-061
Loudoun-107
Prince William-153
Stafford-179

Richmond Division

Cities:

- Richmond (city)-760
Colonial Heights-570
Emporia-595
Fredericksburg-630
Hopewell-670
Petersburg-730

Counties:

- Amelia-007
Brunswick-025
Caroline-033
Charles City-036
Chesterfield-041
Dinwiddie-053
Essex-057
Goochland-075
Greensville-081
Hanover-085
Henrico-087
King and Queen-097
King George-099
King William-101
Lancaster-103
Lunenburg-111
Mecklenburg-117
Middlesex-119
New Kent-127
Northumberland-133
Nottoway-135
Powhatan-145
Prince Edward-147
Prince George-149
Richmond (county)-159
Spotsylvania-177
Surry-181
Sussex-183
Westmoreland-193

Norfolk Division

Cities:

- Norfolk-710
Cape Charles-535
Chesapeake-550
Franklin-620
Portsmouth-740
Suffolk-800
Virginia Beach-810

Counties:

- Accomack-001
Isle of Wight-093
Northampton-131
Southampton-175

Newport News Division

Cities:

- Newport News-700
Hampton-650
Poquoson-735
Williamsburg-830

Counties:

- Gloucester-073
James City-095
Mathews-115
York-199

Date: June 9, 2009

/s/ James M. Lewis
Signature of Attorney
James M. Lewis 14118

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

Alan H. Ost
12611 Hill Creek Lane
Potomac, MD 20854

Arch Insurance Company
Attn: Brian Kuhn, Esq.
135 N. Los Robles Ave, #825
Pasadena, CA 91101

Arch Insurance Company
Attn: Brian Huhn, Esq
1601 Cherry Street, Ste 1500
Philadelphia, PA 19102

Arch Insurance Company
Attn: Brian Kuhn, Esq
135 N. Los Robles Avenue, #825
Pasadena, CA 91101

Bank of America, N.A.
Real Estate Managed Assets
Mail Stop: NJ6-502-01-33
Cranford, NJ 07016

Equity Financial Resources, In
c/o Robert L. Fitton, II
608 Deerfield Pond Court
Great Falls, VA 22066

Equity Homes, LLC
c/o Raymond A. Yancey
PO Box 1248
Fairfax, VA 22038

Equity Homes, LLC
c/o Raymond A. Yancey, Trustee
PO Box 1248
Fairfax, VA 22038

Equity Resources, Inc.
c/o Robert L. Fitton, II
608 Deerfield Pond Court
Great Falls, VA 22066

Glenstone Foundation
Attn: Joseph O. Bunting, III
2099 Pennsylvania Ave, NW, 12t
Washington, DC 20006

H2 Land Company
Michael B. Hummel
3684 Centerview Drive, Ste 120
Chantilly, VA 20151

James Whang
12504 Sycamore View Drive
Potomac, MD 20854

Montgomery County, Maryland
255 Rockville Pike
Rockville, MD 20850

Montgomery County, Maryland
Div. of Land Dev. Services
255 Rockville Pike, Suite 201E
Rockville, MD 20850

Montgomery County, Maryland
Division of land Dev. Services
255 Rockville Pike, Suite 201E
Rockville, MD 20850

Montgomery County, Maryland
National Capitol Park & Planni
255 Rockville Pike
Rockville, MD 20850

Prasad Margasahayam
12519 Sycamore View Drive
Potomac, MD 20854

Raymond A. Yancey, Trustee
Trustee for Equity Homes, LLC
PO Box 1248
Fairfax, VA 22038

Robert L. Fitton, II
608 Deerfield Pond Court
Great Falls, VA 22066

Vinu and Usha Ganti
12526 Sycamore View Drive
Potomac, MD 20854

**United States Bankruptcy Court
Eastern District of Virginia**

In re Thompson Residuary Investors, LLC
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

CRSC, LLC
c/o Stephen A. Wexler,
8230 Leesburg Pike, Suite 610
Vienna, VA 22182

whose members are:

Equity Resources, Inc.
RLF II, LLC
Kajoman, LLC

None [Check if applicable]

June 9, 2009
Date

/s/ James M. Lewis
James M. Lewis 14118
Signature of Attorney or Litigant
Counsel for Thompson Residuary Investors, LLC
Rees Broome, PC
8133 Leesburg Pike
Ninth Floor
Vienna, VA 22182-2706
(703) 790-1911 Fax:(703) 848-2530
JLewis@reesbroome.com

UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER OF
THOMPSON RESIDUARY INVESTORS, LLC ("TRI")
A MARYLAND LIMITED LIABILITY COMPANY
AND ITS AFFAIRS

The undersigned, on behalf of CRSC, LLC ("CRSC"), a Virginia Limited Liability Company and the sole member of TRI, and as the duly appointed and sole TRI Manager of CRSC, does hereby consent to, and adopt the following resolutions and actions by written consent without a meeting:

RESOLVED: that TRI, a Maryland LLC with its principal place of business in Fairfax County, Virginia, hereby recognizes its inability to pay certain obligations, including but not limited to its guaranty of Bank of America, N.A.'s development loan to Equity Financial Services, LLC with respect to Stoney Creek subdivision in Montgomery County, Maryland, which loan and guaranty the Bank has declared to be in default and with respect to which the Bank has initiated foreclosure proceedings;

RESOLVED: that TRI should file, and the undersigned is expressly authorized and directed to file on behalf of TRI, for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division, or such other jurisdiction as TRI by its TRI Manager and its counsel determine, for the purpose of reorganizing TRI pursuant to Chapter 11 of the Bankruptcy Code and permitting completion of development and sale of Stoney Creek, and thereafter to take all such action as may be required in connection therewith;

RESOLVED: that the undersigned on behalf of TRI is authorized and directed to retain, and to enter into an engagement agreement, with James M. Lewis, Esq., and the law firm of Rees Broome, P.C. ("Rees Broome"), 8133 Leesburg Pike, 9th Floor, Vienna, Virginia 22182, or such other law firm as he deems appropriate, to serve as TRI's legal counsel, to file a Voluntary Petition as aforesaid, and in collaboration with the undersigned to arrange for the filing thereof and thereafter to conduct all proceedings in connection with the bankruptcy case on behalf of TRI;

RESOLVED: that the undersigned be, and hereby, is authorized on behalf of TRI (a) to pay a retainer in the amount of \$75,000.00 to Rees Broome for pre-petition and post-petition legal services, (b) to pay the filing fee for commencement of a chapter 11 case on TRI's behalf, and (c) to pay such other business and operating expenses, including the engagement of an appraiser in support of the bankruptcy case, as the undersigned deems reasonable in his sole discretion; and


RESOLVED: that the undersigned is authorized and directed to take such additional actions as he, in his sole discretion, deems necessary and appropriate to fulfill and to carry out the intent and purpose of the aforementioned Resolutions; and all actions so taken are hereby adopted, ratified, and confirmed.

Sole Member:

Date: June 9 2009

CRSC, LLC

By:


Stephen A. Wexler, TRI
Manager on behalf of CRSC,
LLC's Operating Agreement
dated December 21, 2007, as
first amended December 21,
2007 and as second amended
May 18, 2009