IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
VARIANT HOLDING COMPANY, LLC, et al.,[1]	)	Case No. 14-12021 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	

GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODS, AND DISCLAIMERS REGARDING SUBSIDIARY DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

The above-captioned debtors and debtors in possession other than Variant (defined below) (collectively, the "Subsidiary Debtors") submit their Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "SoFAs") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Subsidiary Debtors, with the assistance of their advisors and management, prepared the Schedules and SoFAs in accordance with section 521 title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

These Global Notes and Statement of Limitations, Methods, and Disclaimers Regarding the Subsidiary Debtors' Schedules and SoFAs (collectively, the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of the Schedules and SoFAs. These Global Notes should be referred to, and reviewed in connection with, any review of the Schedules and SoFAs.[2]

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, include: Variant Holding Company, LLC (4044); Laser Focus Holding Company, LLC (9153); Laser Focus Commercial Investments, LLC (9326); Houston 2 Apartments, LLC (8886); 10400 Sandpiper Apartments, LLC (6556); 10301 Vista Apartments, LLC (8886); Houston 14 Apartments, LLC (7563); 12500 Plaza Apartments, LLC (7563); Pines of Westbury, Ltd (7563); 201 Ashton Oaks Apartments, LLC (7563); 13875 Cranbrook Forest Apartments, LLC (7563); 5900 Crystal Springs Apartments, LLC (7563); 7170 Las Palmas Apartments, LLC (7563); 11911 Park Texas Apartments, LLC (7563); 1201 Oaks of Brittany Apartments, LLC (7563); 3504 Mesa Ridge Apartments, LLC (7563); 667 Maxey Village Apartments, LLC (7563); 17103 Pine Forest Apartments, LLC (7563); 7600 Royal Oaks Apartments, LLC (7563); 4101 Pointe Apartments, LLC (7563); The Oaks at Stonecrest Apartments, LLC (5589); Numeric Commercial Investments, LLC (9443); FX3 Apartment Investors, LLC (4055); Royal Numeric FX Investments, LLC (6908); Broadmoor Apartments, LLC (7888); Chesapeake Apartments, LLC (5716); Holly Ridge Apartments, LLC (7117); Holly Tree Apartments, LLC (4288); Preston Valley Apartments, LLC (3356); Ravenwood Hills Apartments, LLC (8264); River Road Terrace Apartments, LLC (6396); Sandridge Apartments, LLC (3592); Majestic Heights Apartments, LLC (2174); Sonterra Apartments, LLC (6220); Toscana Villas Apartments, LLC (8873). The Debtors' service address is: Variant Holding Company, LLC, c/o Development Specialists, Inc., 333 S. Grand Ave, Suite 4070, Los Angeles, CA 90071-1544.

[2] These Global Notes are in addition to any specific notes contained in the Subsidiary Debtors' Schedules or SoFAs. The fact that the Subsidiary Debtors have prepared a "general note" with respect to any of the Schedules and SoFAs

The Schedules and SoFAs have been prepared by the Subsidiary Debtors' Chief Restructuring Officer and additional personnel at Development Specialists, Inc. (collectively, the "CRO") and are unaudited and subject to further review and potential adjustment and amendment. In preparing the Schedules and SoFAs, the CRO relied on financial data derived from the Subsidiary Debtors' books and records that was available at the time of preparation. The CRO has made reasonable efforts to ensure the accuracy and completeness of such financial information; however, subsequent information or discovery of other relevant facts may result in material changes to the Schedules and SoFAs and inadvertent errors, omissions, or inaccuracies may exist. In addition, the Subsidiary Debtors have recently become aware of potential claims and interests against the Subsidiary Debtors, which are still subject to ongoing review and investigation. The Subsidiary Debtors reserve all rights to amend or supplement their Schedules and SoFAs.

Reservation of Rights. The Subsidiary Debtors reserve all rights to amend the Schedules and SoFAs in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and SoFAs as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Schedules and SoFAs shall constitute a waiver of rights by the Subsidiary Debtors involving any present or future causes of action, contested matters or other issues under the provisions of the Bankruptcy Code or other applicable non-bankruptcy laws.

Description of the Cases and "As Is" Information Date. On January 12, 2016 (the "Petition Date"), each of the Subsidiary Debtors other than Variant Holding Company, LLC ("Variant") filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.[3] The Subsidiary Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee or examiner has been appointed in the Debtors' chapter 11 cases, and no committees have been appointed or designated.

Asset information in the Schedules reflects the Subsidiary Debtors' best estimate of asset values as of the Petition Date. No independent valuation has been obtained.

Basis of Presentation. The Schedules and SoFAs do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtors.

Although these Schedules and SoFAs may, at times, incorporate information prepared in accordance with GAAP, the Schedules and SoFAs neither purport to represent nor reconcile to financial statements prepared and/or distributed by the Subsidiary Debtors in

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and not to others should not be interpreted as a decision by the Subsidiary Debtors to exclude the applicability of such general note to any of the Subsidiary Debtors' remaining Schedules and SoFAs, as appropriate.

[3] On August 28, 2014, Debtor Variant Holding Company, LLC ("Variant") filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing its chapter 11 case. Variant's chapter 11 case is administered under Case No. 14-12021 (BLS). Variant continues in the possession of its properties, and is operating and managing its affairs as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in Variant's chapter 11 case.

accordance with GAAP or otherwise. Moreover, given, among other things, the valuation and nature of certain liabilities, to the extent that the Subsidiary Debtors show more assets than liabilities, this is not a conclusion that the Subsidiary Debtors were solvent at the Petition Date. Likewise, to the extent that the Subsidiary Debtors show more liabilities than assets, this is not a conclusion that the Subsidiary Debtors were insolvent at the Petition Date or any time prior to the Petition Date.

Estimates. To timely close the books and records of the Subsidiary Debtors, the CRO must make certain estimates and assumptions that affect the reported amounts of assets and liabilities and reported revenue and expenses. The Subsidiary Debtors reserve all rights to amend the reported amounts of assets, liabilities, revenue, and expenses to reflect changes in those estimates and assumptions.

Confidentiality. There may be instances within the Schedules and SoFAs where names, addresses, or amounts have been left blank. Due to the nature of an agreement between the Subsidiary Debtors and the third party, concerns of confidentiality, or concerns for the privacy of an individual, the Subsidiary Debtors may have deemed it appropriate and necessary to avoid listing such names, addresses, and amounts.

Intercompany Claims. Any receivables and payables between the Subsidiary Debtors and affiliated entities in these cases (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims") are reported as assets on Schedule B or liabilities on Schedule E and Schedule F. These Intercompany Claims include the following components, among others: (1) loans to affiliates, (2) accounts payable and payroll disbursements made out of an affiliate's bank accounts on behalf of the Subsidiary Debtors, (3) centrally billed expenses, (4) corporate expense allocations, and (5) accounting for trade and other intercompany transactions. These Intercompany Claims may or may not result in allowed or enforceable claims by or against the Subsidiary Debtors, and by listing these claims the Subsidiary Debtors are not indicating a conclusion that the Intercompany Claims are enforceable. Intercompany Claims may also be subject to set off, recoupment, and netting not reflected in the Schedules. In situations where there is not an enforceable claim, the assets and/or liabilities of the Subsidiary Debtors may be greater or lesser than the amounts stated herein. All rights to amend intercompany Claims in the Schedules and SoFAs are reserved.

The Subsidiary Debtors have listed the intercompany payables as unsecured claims on Schedule F. The Subsidiary Debtors reserve their rights to later change the characterization, classification, categorization, or designation of such items.

Insiders. For purposes of the Schedules and SoFAs, the Subsidiary Debtors define "insider" pursuant to section 101(31) of the Bankruptcy Code as (a) directors, (b) officers, (c) relatives of directors or officers of the Subsidiary Debtors, (d) any managing agent or managing member of the Subsidiary Debtors and (e) entities under common ownership with the Subsidiary Debtors. Payments to insiders listed in (a) through (e) above are set forth on Question 4 of the SoFAs.

Persons listed as "insiders" have been included for informational purposes only. The Subsidiary Debtors do not take any position with respect to whether such individual could successfully argue that he or she is not an "insider" under applicable law, including without

limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

Excluded Accruals and GAAP Entries. The Subsidiary Debtors' balance sheet reflects liabilities recognized in accordance with GAAP; however, not all such liabilities would result in a claim against the Subsidiary Debtors. Certain liabilities (including but not limited to certain reserves, deferred charges, and future contractual obligations) have not been included in the Subsidiary Debtors' Schedules. Other immaterial assets and liabilities may also have been excluded.

Classification and Claim Descriptions. Any failure to designate a claim on the Schedules as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Subsidiary Debtors that such amount is not "disputed," "contingent" or "unliquidated." The Subsidiary Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

Listing a claim (i) in Schedule D as "secured," (ii) in Schedule E as "priority" or (iii) in Schedule F as "unsecured nonpriority," or listing a contract in Schedule G as "executory" or "unexpired," does not constitute an admission by the Subsidiary Debtors of the legal rights of the claimant or a waiver of the Subsidiary Debtors' right to recharacterize or reclassify such claim or contract.

Moreover, the Subsidiary Debtors reserve all rights to amend the Schedules and SoFAs, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and SoFAs as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Schedules and SoFAs shall constitute a waiver of rights by the Subsidiary Debtors involving any present or future causes of action, contested matters or other issues under the provisions of the Bankruptcy Code or other relevant non-bankruptcy laws.

Credits and Adjustments. The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Subsidiary Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Subsidiary Debtors. The Subsidiary Debtors reserve all of their rights respecting such credits, allowances or other adjustments.

Setoffs. The Subsidiary Debtors may incur setoffs from third parties in their business. Setoffs in the ordinary course can result from various routine transactions, including intercompany transactions, pricing discrepancies, warranty claims and other disputes between the Subsidiary Debtors and third parties. Certain of these constitute normal setoffs consistent with the ordinary course of business in the Subsidiary Debtors' industry. In such instances, such ordinary course setoffs are excluded from the Subsidiary Debtors' responses to Question 6 of the SoFAs. The Subsidiary Debtors reserve all rights to enforce or challenge, as the case may be, any setoffs that have been or may be asserted.

Specific Notes. These general notes are in addition to the specific notes set forth in the related Schedules and SoFAs hereinafter.

Note to Schedule "B"

Schedule B Disclaimer

The Subsidiary Debtors have provided their estimated view of the net value of their real estate assets. There is an ongoing sale process with respect to the Subsidiary Debtors' real estate portfolio. The actual value of such assets will be determined through this sale process.

General Disclaimer

The Subsidiary Debtors have prepared the Schedules and the SoFAs based on the information reflected in the Subsidiary Debtors' books and records. However, inasmuch as the Subsidiary Debtors' books and records have not been audited or formally closed and evaluated for proper cut-off on the Petition Date, the Subsidiary Debtors cannot warrant the absolute accuracy of these documents. The Subsidiary Debtors have made a diligent effort to complete these documents accurately and completely. To the extent additional information becomes available, the Subsidiary Debtors will amend and supplement the Schedules and SoFAs.

Fill in this information to identify the case:

Debtor name **Chesapeake Apartments, LLC**

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) **16-10090**

☐ Check if this is an amended filing

Official Form 207
Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

12/15

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. **Gross revenue from business**

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
For prior year: From **1/01/2015** to **12/31/2015**	■ Operating a business ☐ Other	**$977,977.55**
For year before that: From **1/01/2014** to **12/31/2014**	■ Operating a business ☐ Other	**$984,677.91**

2. **Non-business revenue**
Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

■ None.

Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. **Certain payments or transfers to creditors within 90 days before filing this case**
List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than $6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer *Check all that apply*
3.1. **See Attached SOFA 3**		**$109,048.13**	☐ Secured debt ☐ Unsecured loan repayments ■ Suppliers or vendors ■ Services ☐ Other__

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Debtor **Chesapeake Apartments, LLC** Case number *(if known)* **16-10090**

4. **Payments or other transfers of property made within 1 year before filing this case that benefited any insider**
List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than $6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

■ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer

5. **Repossessions, foreclosures, and returns**
List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

■ None

Creditor's name and address	Describe of the Property	Date	Value of property

6. **Setoffs**
List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

■ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount

Part 3: Legal Actions or Assignments

7. **Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**
List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

■ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case

8. **Assignments and receivership**
List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

■ None

Part 4: Certain Gifts and Charitable Contributions

9. **List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than $1,000**

■ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value

Part 5: Certain Losses

10. **All losses from fire, theft, or other casualty within 1 year before filing this case.**

■ None.

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Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B *(Schedule A/B: Assets – Real and Personal Property)*.	Dates of loss	Value of property lost

Part 6: Certain Payments or Transfers

11. **Payments related to bankruptcy**
List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	**Pachulski Stang Ziehl & Jones LLP** **919 N. Market St** **17th Floor** **Wilmington, DE 19801** **Email or website address** **www.pszjlaw.com** **Who made the payment, if not debtor?** **Variant Holding Company, LLC on a consolidated basis for the benefit of all Debtors**		**11/10/2015**	**$962,500.00**
11.2.	**Development Specialists, Inc.** **333 S. Grand Ave.** **Suite 4070** **Los Angeles, CA 90071** **Email or website address** **www.dsi.biz** **Who made the payment, if not debtor?** **Variant Holding Company, LLC on a consolidated basis for the benefit of all Debtors. Payment to DSI was made pre-petition.**		**1/12/2016**	**$850,000.00**

12. **Self-settled trusts of which the debtor is a beneficiary**
List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

■ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value

13. **Transfers not already listed on this statement**
List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

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■ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value

Part 7: Previous Locations

14. **Previous addresses**
List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy From-To
14.1.	**Chesapeake Apartments** **11620 Audelia Rd** **Dallas, TX 75243**	**Acquisition - Present**
14.2.	**See Attached SOFA 14**	

Part 8: Health Care Bankruptcies

15. **Health Care bankruptcies**
Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

■ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information

16. **Does the debtor collect and retain personally identifiable information of customers?**

■ No.
☐ Yes. State the nature of the information collected and retained.

17. **Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

■ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

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18. **Closed financial accounts**
Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

■ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. **Safe deposit boxes**
List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

■ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?

20. **Off-premises storage**
List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

■ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. **Property held for another**
List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

■ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. **Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

■ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case

23. **Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

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■ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice

24. **Has the debtor notified any governmental unit of any release of hazardous material?**

■ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business

25. **Other businesses in which the debtor has or has had an interest**
List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

■ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed

26. **Books, records, and financial statements**
26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.
☐ None

	Name and address	Date of service From-To
26a.1.	**Allan Youngberg** **Address Redacted**	**4/28/14 - Present**
26a.2.	**Lisa Hartman** **Address Redacted**	**4/8/12 - Present**
26a.3.	**Bobby Roloff** **Address Redacted**	**6/15/14 - 1/2/15**
26a.4.	**Lisa Jack** **Address Redacted**	**12/2013 - 1/2014**
26a.5.	**CF Lane** **Barbara Young & Brent Harrison** **303 Perimeter Center North** **Suite 201** **Atlanta, GA 30346**	**2/28/13 - 1/2016**
26a.6.	**The Lynd Company** **Mike King** **8000 Interstate Highway 10** **#1200** **San Antonio, TX 78230**	**1/2016 - Present**
26a.7.	**Assimilate** **1785 E. Skyline Dr.** **Ste 131** **Tucson, AZ 85718**	**6/2014 - 5/2015**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

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☐ None

Name and address	Date of service From-To
26b.1. **Allan Youngberg** **Address Redacted**	**4/28/14 - Present**

Name and address	Date of service From-To
26b.2. **Levitzacks CPAs** **701 B St** **Ste 1300** **San Diego, CA 92101**	**5/14/14 - 9/2014**

Name and address	Date of service From-To
26b.3. **Lisa Hartman** **Address Redacted**	**4/8/12 - Present**

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. **Development Specialists, Inc.** **333 South Grand Ave** **Suite 4070** **Los Angeles, CA 90071-1544**	
26c.2. **Allan Youngberg** **Address Redacted**	
26c.3. **The Lynd Company** **Mike King** **8000 Interstate Highway 10** **#1200** **San Antonio, TX 78230**	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. **Beach Point Capital Management** **1620 26th St** **Ste 6000N** **Santa Monica, CA 90404**
26d.2. **Cortland Capital Market Services LLC** **225 W. Washington St.** **Ste 1450** **Chicago, IL 60606**
26d.3. **Situs Holdings, LLC** **2 Embarcadero Center** **Ste 1360** **San Francisco, CA 94111**

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Name and address	
26d.4.	**C-III Asset Management** **5221 N. O'Connor Blvd.** **Ste 6000N** **Irving, TX 75039**
26d.5.	**IMH Financial Corporation** **7001 N. Scottsdale Rd.** **Suite 2050** **Scottsdale, AZ 85253**
26d.6.	**Tanner, Ballew and Maloof, Inc.** **5775 Glenridge Dr** **Atlanta, GA 30328**
26d.7.	**Trimont Real Estate Advisors** **3424 Peachtree Rd NE** **Ste 2200** **Atlanta, GA 30326**
26d.8.	**Kohlberg Kravis Roberts** **9 West 57th St** **42nd Floor** **New York, NY 10019**
26d.9.	**Jefferies LLC** **4201 Congress Street** **Ste 350** **Charlotte, NC 28209**

27. **Inventories**
Have any inventories of the debtor's property been taken within 2 years before filing this case?

■ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory

28. **List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
Royal Numeric FX Investments, LLC	**c/o Development Specialists, Inc. 333 S Grand Ave, Ste 4070 Los Angeles, CA 90071**	**Managing Member**	**100% membership interest**
Name	**Address**	**Position and nature of any interest**	**% of interest, if any**
Bradley D. Sharp	**c/o Development Specialists Inc. 333 South Grand Ave Suite 4070 Los Angeles, CA 90071-1544**	**Chief Restructuring Officer of the Debtor**	**0% Membership Interest**
Name	**Address**	**Position and nature of any interest**	**% of interest, if any**
R. Todd Neilson	**Address Redacted**	**Independent Manager**	**0% Membership Interest**
Name	**Address**	**Position and nature of any interest**	**% of interest, if any**
Mike VanderLey	**Address Redacted**	**Independent Manager**	**0% Membership Interest**

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Debtor **Chesapeake Apartments, LLC** Case number *(if known)* **16-10090**

Name	Address	Position and nature of any interest	% of interest, if any
M. Freddie Reiss	**Address Redacted**	**Independent Manager**	**0% Membership Interest**

29. **Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

■ No
☐ Yes. Identify below.

30. **Payments, distributions, or withdrawals credited or given to insiders**
Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

■ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value

31. **Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

☐ No
■ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Royal Numeric FX Investments, LLC	**EIN: 90-0936908**

32. **Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

■ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation

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Fill in this information to identify the case:

Debtor name **Chesapeake Apartments, LLC**

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) **16-10090**

☐ Check if this is an amended filing

Official Form 207
Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

12/15

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2-25-16

Signature of individual signing on behalf of the debtor

Bradley D. Sharp
Printed name

Position or relationship to debtor **Chief Restructuring Officer**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

■ Yes

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SOFA 3

Certain payments or transfers to creditors within 90 days before filing this case

DATE DEBT INCURRED	CREDITOR NAME	PAYMENT ADDRESS	AMOUNT OWED	REASON FOR PAYMENT
10/14/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$5,805.27	Service
10/28/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$4,499.22	Service
11/11/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$4,585.47	Service
11/23/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$5,333.04	Service
12/9/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$5,356.81	Service
12/21/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$7,081.84	Service
12/30/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$12,660.79	Service
12/31/2015	CFLane Payroll (vencflpr)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$712.50	Service
11/23/2015	CFLane, LLC (vendcfla)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$2,736.96	Service
12/17/2015	CFLane, LLC (vendcfla)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$2,868.07	Service
12/28/2015	CFLane, LLC (vendcfla)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$1,701.75	Service
12/30/2015	CFLane, LLC (vendcfla)	303 Perimeter Center North, Suite 201, Atlanta, GA 30346	$3,044.74	Service
10/16/2015	Conservice LLC (easybill)	PO Box 4696, Logan, UT 84323-4696	$3,400.79	Service
10/27/2015	Conservice LLC (easybill)	PO Box 4696, Logan, UT 84323-4696	$9,493.83	Service
11/11/2015	Conservice LLC (easybill)	PO Box 4696, Logan, UT 84323-4696	$1,383.07	Service
12/22/2015	Conservice LLC (easybill)	PO Box 4696, Logan, UT 84323-4696	$10,760.02	Service
12/29/2015	Conservice LLC (easybill)	PO Box 4696, Logan, UT 84323-4696	$9,657.35	Service
10/16/2015	HD SUPPLY FACILITIES MAINTENANCE (v0000966)	PO BOX 509058, SAN DIEGO, CA 92150-9058	$4,781.26	Vendor
11/11/2015	HD SUPPLY FACILITIES MAINTENANCE (v0000966)	PO BOX 509058, SAN DIEGO, CA 92150-9058	$2,259.17	Vendor
12/22/2015	HD SUPPLY FACILITIES MAINTENANCE (v0000966)	PO BOX 509058, SAN DIEGO, CA 92150-9058	$4,647.68	Vendor
12/16/2015	Superior Edge Landscaping (12401)	PO Box 822404, North Richland Hills, TX 76182	$6,278.50	Service
		Total:[1]	**$109,048.13**	

1 - Source of data for prior 90 day payment schedule is CF Lane, LLC (10/14/15 - 1/5/16) and Lynd disbursements reports (1/6/16 - 1/12/16)

Footnotes to Statement of Financial Affairs for Non-individuals Filing for Bankruptcy

Footnote 1.

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

4. **Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

Any insider transfers made to intercompany affiliates, or non-debtor entities controlled by Court Gettel, et al. have not been reconciled and are therefore not included. The SoFAs will be amended, if necessary, when the transfers have been investigated and reconciled.

Footnote 2.

Part 9: Personally Identifiable Information

16. **Does the debtor collect and retain personally identifiable information of customers?**

No. All personal tenant information is retained by property manager in accordance with the property manager's privacy policy.

Fill in this information to identify the case:

Debtor name **Broadmoor Apartments, LLC**

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) **16-10089**

☐ Check if this is an amended filing

Official Form 207
Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

12/15

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I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2-25-16

Signature of individual signing on behalf of the debtor

Bradley D. Sharp
Printed name

Position or relationship to debtor **Chief Restructuring Officer**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

■ Yes

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SOFA 14

Previous Addresses of Debtor (3 years)

Address	Dates of occupancy From - To
c/o Development Specialists, Inc. 333 South Grand Ave, Suite 4070 Los Angeles, CA 90071-1544	8/2014 – Present
16236 San Dieguito Rd, Ste 2-10 Rancho Santa Fe, CA 92067	7/2015 – Present
Del Mar Corporate Plaza 12636 High Bluff Drive, Suite 400 San Diego, CA 92130	11/2014 – 7/2015
1200 N El Dorado Place Suite G700, Tucson, AZ 85715	7/2014 – 8/2014
c/o Conix Enterprises LLC 750 B Street, Suite 1820 San Diego, CA 92101	1/2014 – 11/2014
3915 E. Broadway Blvd., Suite 400, Tucson, AZ 85711	7/15/13 – 6/30/14
7590 Fay Ave. #401 La Jolla, CA 92037	7/15/13 – 1/2014

Footnotes to Statement of Financial Affairs for Non-individuals Filing for Bankruptcy

Footnote 1.

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