

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

United States Bankruptcy Court
Southern District of Florida

In re Ginn-LA Quail West Ltd., LLLP

Debtor

Case No. 08-29774-BKC-EPKChapter 7

SUMMARY OF SCHEDULES - AMENDED

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	214,336.02		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		717,203,084.76	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		372,942.99	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		16			
		Total Assets	214,336.02		
		Total Liabilities		717,576,027.75	

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

In re Ginn-LA Quail West Ltd., LLLP
Debtor

Case No. 08-29774-BKC-EPK

Chapter 7

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 Ginn-LA Quail West Ltd., LLLP

Case No. 08-29774-BKC-EPK

Debtor

SCHEDULE A - REAL PROPERTY - AMENDED

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Residential Resort including 262 Lots, 2 Golf Courses and a 70,000 Sq. Ft. Clubhouse facility in Lee County, FL and Collier County, FL	Fee simple	-	Unknown	0.00
a portion of seabed in Lee County, FL	Leasehold Interest	-	Unknown	0.00
Lot and House 6289 Burnham Road Naples, FL 34119 and 6303 Burnham Road Naples, FL 34119	Fee Simple	-	Unknown	0.00

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

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

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

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Acct. No. 8044845579 Colonial Bank 1899 S. Clyde Morris Blvd. Daytona Beach, FL 32119	-	795.84
		Acct. No. 7965127080 (Escrow) Regions Escrow for Completion of Roadway, Sidewalk, Lighting, Signals and Landscaping.	-	111,159.00
		Acct. No. 7430155353 (Escrow) Fifth Third Bank Escrow for work on Sewer System and Sewer Video.	-	92,308.93
3. Security deposits with public utilities, telephone companies, landlords, and others.		Acct. No. 48100-81135 Florida Power & Light General Mail Facility Miami, FL 33188-0001	-	25.00
		Acct. No. 61302-41570 Florida Power & Light General Mail Facility Miami, FL 33188-0001	-	60.00
		Acct. No. 86248-12577 Florida Power & Light General Mail Facility Miami, FL 33188-0001	-	60.00
		Acct. No. L001092-C0085258 Bonita Springs Utilities 11860 East Terry Street Bonita Springs, FL 34135	-	140.00
			Sub-Total >	204,548.77
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Acct. No. L001396-C0085103 Bonita Springs Utilities 11860 East Terry Street Bonita Springs, FL 34135	-	140.00
		Acct. No. L001093-C0085008 Bonita Springs Utilities 11860 East Terry Street Bonita Springs, FL 34135	-	1,260.00
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			
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			
			Sub-Total >	1,400.00
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

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

In re Ginn-LA Quail West Ltd., LLLP

Case No. 08-29774-BKC-EPK

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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			
22. Patents, copyrights, and other intellectual property. Give particulars.		Web site (Quail West)	-	Unknown
		Site plan rendering (Quail West) (Reg. No. VA0001380803)	-	Unknown
		Site plan rendering (Tesoro) (Reg. No. VA0001380804)	-	Unknown
		Trademark (U.S. Registration No. 3360871)	-	Unknown
		"Q" icon (service mark)	-	Unknown
		"Quail West" logo (service mark)	-	Unknown

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

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

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

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		"Quail West" word (registered trademark) U.S. Registration No. 3360871 Class 036 and 037	-	Unknown
		10 domain names registered with GoDaddy.com	-	Unknown
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.		Miscellaneous fixtures and equipment	-	8,387.25
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	8,387.25
(Total of this page)	
Total >	214,336.02

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPKDebtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

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

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

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

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

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

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

 Deposits by individuals

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

 Taxes and certain other debts owed to governmental units

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

 Commitments to maintain the capital of an insured depository institution

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

 Claims for death or personal injury while debtor was intoxicated

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

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

0 continuation sheets attached

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

In re Ginn-LA Quail West Ltd., LLLP

Case No. 08-29774-BKC-EPK

Debtor

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

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Baker & Hostetler, LLP P.O. Box 70189 Cleveland, OH 44190-0189		-				969.15
Account No. Bonita Springs Utilities Inc. P.O. Box 2368 Bonita Springs, FL 34133-2368		-				742.10
Account No. Embarq - NC P.O. Box 96064 Charlotte, NC 28296-0064		-				143.03
Account No. Hole Montes, Inc. 950 Encore Way PO Box 11162 Naples, FL 34108-0128		-				1,102.32
Subtotal (Total of this page)						2,956.60

2 continuation sheets attached

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

In re Ginn-LA Quail West Ltd., LLLP

Case No. 08-29774-BKC-EPK

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Jennifer Sloan and Richard Sloan c/o Chase Freeman, P.A. 250 International Pkwy., Suite 250 Attn.: Damon A. Chase, Esq. Lake Mary, FL 32746	-		Party to litigation in Lake County, FL 5th Circuit Court (Feliciano v. Ginn-LA Quail West Ltd., LLLP, Case No. 08-CA-1802)	X	X	X	Unknown	
Account No. Johnson Engineering, Inc. 2158 Johnson Street Fort Myers, FL 33901	-		Professional Services				276.25	
Account No. Kevin L. Erwin 2077 Bayside Fort Myers, FL 33901	-		Professional Services				Unknown	
Account No. Mitchell & Stark Const. Co. Inc. 6001 Shirley St. Naples, FL 34109	-		Professional Services				345,342.64	
Account No. Stahlman-England Irrigation 2063 Trade center Way Naples, FL 34109	-		Professional Services				24,000.00	
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	369,618.89

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

In re Ginn-LA Quail West Ltd., LLLP

Case No. 08-29774-BKC-EPK

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM
		H W J C				
Account No.						
Waldrop Engineering, P.A. 10641 Airport Road North Suite 32 Naples, FL 34109		-				367.50
Account No.						
Account No.						
Account No.						
Account No.						

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

Subtotal
 (Total of this page)

367.50

Total
 (Report on Summary of Schedules)

372,942.99

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

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

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.
Army Corps of Engineers Jacksonville District 701 San Marco Blvd. Jacksonville, FL 32207	Permittee for placement of fill materials into wetlands, expiring January 2009
ASM Development Services, Inc. 1030 N. Orlando Ave., Suite B Orlando, FL 32789	Purchaser, survey work
Board of Trustees Florida Internal Improvement Trust Fund 3900 Commonwealth Blvd., M.S. 100 Tallahassee, FL 32399	Lessee of non-residential real property under a submerged land lease agreement for dock facility, expiring June 7, 2009
Building 7, Bernwood Courtyard 24870 Burnt Pine Drive Bonita Springs, FL 34134	Month-to-month lessee of property
Collier County, Florida 3301 E. Tamiami Trail Naples, FL 34112	Permittee; planned unit development ordinance
Florida Dept. of Env'tl Protection 3900 Commonwealth Blvd. M.S. 49 Tallahassee, FL 32399	Permittee; Florida DEP permit for repair and replacement of existing dock structures in Estero Bay Aquatic Preserve (Permit No. 36-0284244-011), pending
Florida Dept. of Env'tl Protection 3900 Commonwealth Blvd. M.S. 49 Tallahassee, FL 32399	Permittee; permit approving stormwater pollution prevention plan (Permit No. 144836-007-DSGP)
Florida Dept. of Env'tl Protection 3900 Commonwealth Blvd. M.S. 49 Tallahassee, FL 32399	Permittee; permit for construction of dryline sewage system (Permit No. 50581-491-DWC)
Florida Lifestyle Homes of Ft.Myers, Inc. 14421 Metopolis Ave, 101 Fort Myers, FL 33912	Royalty Agreement Effective Date on Contract: 04/11/2006
Fox Development Custom Builder Inc. 3893 Mannix Drive Unit 522 Naples, FL 34114	Royalty Agreement Effective Date on Contract: 5/7/2007

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Ginn Development Company, LLC 215 Celebration Place, Suite 200 Celebration, FL 34747	Owner of development agreement
Ginn Financial Services, LLC 1 Hammock Beach Parkway Palm Coast, FL 32173	Purchaser of origination and payment agreement
Gulfshore Homes, Inc. 8891 Brighton Lane, Suite 101 Bonita Springs, FL 34135	Royalty Agreement Effective Date on Contract: 4/11/2006
Hartford Fire Insurance Co. c/o First Horizon Insurance Agency 200 Galleria Parkway NE, Suite 600 Atlanta, GA 30339	Indemnitor, Bond No. 20BCSDZ6620; Phase III, Unit Seven
Hartford Fire Insurance Co. c/o First Horizon Insurance Agency 200 Galleria Parkway NE, Suite 600 Atlanta, GA 30339	Indemnitor, Bond No. 20BCSDV0745; Phase II, Unit Four Infrastructure, expiring Marcy 31, 2009
Hole Montes, Inc. 950 Encore Way P.O. Box 11629 Naples, FL 34108-0128	Purchaser of professional services agreement for Quail West Phase II, Unit Four dated May 31, 2005
Hole Montes, Inc. 950 Encore Way P.O. Box 11629 Naples, FL 34108-0128	Purchaser of professional services agreement for Quail West Phase III, Unit Seven, dated May 31, 2005
Imperial Homes of Southwest Florida, Inc 809 Walkerbilt Road, Suite 6 Naples, FL 34110	Royalty Agreement Effective Date on Contract: 4/11/2006
Landmark Development Group, LLC 5692 Strand Court Naples, FL 34110	Royalty Agreement Effective Date on Contract: 4/11/2006
Lee County, Florida 1500 Monroe Street Fort Myers, FL 33901	Permittee; residential planned development ordinance
London Bay Construction, Inc. 9130 Galleria, #200 Naples, FL 34109	Royalty Agreement Effective Date on Contract: 4/11/2006
McGarvey Custom Homes, LLC 9530 Marketplace Road, Suite 301 Fort Myers, FL 33912	Royalty Agreement Effective Date on Contract: 4/11/2006

Sheet 1 of 2 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Michaelangelo Development, Inc. 12155 Metro Parkway Fort Myers, FL 33912	Royalty Agreement Effective Date on Contract: 2/9/2007
Mitchell & Stark Const. Co. Inc. 6001 Shirley St. Naples, FL 34109	Purchaser (Purchase Order Nos. QW-08-0001, 07-0026, 05-0011 and 07-0005) with Ginn Development Company, LLC (purchaser) for landscaping
Mitchell & Stark Const. Co. Inc. 6001 Shirley St. Naples, FL 34109	Owner of Contract No. QUA-06-062, AIA document A107
South Florida Water Management Dist. 1707 Orlando Central Parkway Orlando, FL 32809	Permittee; environmental resources standard general permit regarding construction of gatehouse within the Bonita Grande right-of-way (Permit No. 36-01890-S-02), expiring August 2012
South Florida Water Management Dist. 1707 Orlando Central Parkway Orlando, FL 32809	Permittee; permit for the construction and operation of a water management system serving the residential development
South Florida Water Management Dist. 1707 Orlando Central Parkway Orlando, FL 32809	Permittee; consumptive use permit, expiring 2025
Toscana Homes, Inc. 2780 S. Horseshoe Drive, Suite 7 Naples, FL 34104	Royalty Agreement Dated May 7, 2007
Worthington Master Association 13500 Worthington Way Bonita Springs, FL 34135	Landscape Maintenance Agreement for Entrance Median

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

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE H - CODEBTORS - AMENDED

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
Ginn - LA Laurel Creek Ltd., LLLP 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn - LA Laurel Creek Ltd., LLLP 215 Celebration Place Suite 200 Celebration, FL 34747	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn - Quail West Beach, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn - Quail West Beach, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn - Quail West GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn - Quail West GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn - St. Lucie GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn - St. Lucie GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Ginn-LA Conduit Lender, Inc. 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn-LA Conduit Lender, Inc. 215 Celebration Place Suite 200 Celebration, FL 34747	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn-LA CS Borrower, LLC 215 Celebration Place Celebration, FL 34747	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn-LA CS Borrower, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn-Laurel Creek GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn-Laurel Creek GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Ginn-St. Lucie Ltd, LLLP 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Ginn-St. Lucie Ltd., LLLP 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
Tesoro Beach Club Condominium, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
Tesoro Beach Club Condominium, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890

Sheet 1 of 2 continuation sheets attached to the Schedule of Codebtors

In re Ginn-LA Quail West Ltd., LLLPCase No. 08-29774-BKC-EPK

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
The Tesoro Club, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
The Tesoro Club, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010
The Tesoro Golf Club Condominiums, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Wilmington Trust FSB Rodney Square North 1100 North Market Street Wilmington, DE 19890
The Tesoro Golf Club Condominiums, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Guarantor	Credit Suisse, Cayman Islands Branch 11 Madison Avenue New York, NY 10010

Sheet 2 of 2 continuation sheets attached to the Schedule of Codebtors

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

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

In re Ginn-LA Quail West Ltd., LLLP

Debtor(s)

Case No. 08-29774-BKC-EPK

Chapter 7

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of Ginn-Quail West GP, LLC, General Partner 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 18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date January 28, 2009

Signature /s/ Robert H. Gidel

Robert H. Gidel

President of Ginn-Quail West GP, LLC, General Partner

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

B7 (Official Form 7) (12/07)

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

In re Ginn-LA Quail West Ltd., LLLP

Debtor(s)

Case No. 08-29774-BKC-EPK

Chapter 7

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

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
\$57,353,210.00	2006 Income
\$11,900,262.00	2007 Income
\$400,865.00	2008 Income (January - November)

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
\$286,933.00	2006 Income - Interest
\$52,780.00	2007 Income - Interest
\$5,046.00	2008 Income - Interest (January - November)

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
Bonita Springs Utilites Inc. 11860 E. Terry Street Bonita Springs, FL 34135	9/23/2008, 10/28/2008	\$1,480.31	\$742.10
Florida Power & Light General Mail Facility Miami, FL 33188-0001	9/23/2008	\$14,843.00	\$0.00
Embarq - NC P.O. Box 96064 Charlotte, NC 28296-0064	9/23/2008, 10/28/2008	\$287.26	\$143.03

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
Ginn Development Company, LLC 215 Celebration Place, Suite 200 Celebration, FL 34747 Affiliate	1/11/2008, 3/5/2008, 3/10/2008, 3/12/2008, 3/21/2008, 4/3/2008, 4/10/2008, 5/1/2008, 5/9/2008, 5/14/2008, 5/29/2008, 6/10/2008, 7/30/2008	\$1,627,754.87	\$1,126,392.51

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Ginn Development International 215 Celebration Place Suite 200 Celebration, FL 34747 Affiliate	12/20/2007, 3/12/2008, 4/3/2008, 5/14/2008, 6/17/2008	\$101,036.75	\$2,115.68
Ginn Marine Services 215 Celebration Place Suite 200 Celebration, FL 34747 Affiliate	3/3/2008	\$3,214.34	\$0.00
Ginn-LA CS Borrower, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Affiliate	2/6/2008, 3/24/2008, 10/7/2008, 11/26/2008, 12/8/2008 * These Payments were made from LLLP to CS Borrower in connection with the Credit Suisse lead secured Loans and were utilized, and allocated, to projects subject to the Credit Suisse secured loans.	\$530,489.10	\$158,873,912.07
Ginn-LA Conduit Lender, LLC 215 Celebration Place Suite 200 Celebration, FL 34747 Affiliate	5/6/2008 * These payments were made from LLLP to Conduit Lender in connection with the Credit Suisse lead secured loans and were utilized, and allocated, to projects subject to the Credit Suisse secured loans.	\$17,509,699.21	\$0.00

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
Feliciano v. Ginn LA Quail West Ltd., LLLP, et al. Case No. 08-CA-1802	Misrepresentation/intestate land sales pending full disclosure	Circuit Court, 5th Circuit Lake County, FL	Pending
Abrahamsem v. Ginn-LA Quail West Ltd., LLLP et al. Case No. 08-CA-026132	Civil Proceeding - Misrepresentation/Interstate Land Sales	Circuit Court, 20th Circuit, Lee County, FL	Pending

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

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

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

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

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

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See Attached Exhibit A

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
Colonial Bank 1899 S. Clyde Morris Blvd. Daytona Beach, FL 32119	Imprest Account No. *****5561 Final Balance \$0.00	11/13/2008

12. Safe deposit boxes

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

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

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

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

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

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

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

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

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Sam Labban 215 Celebration Place, Suite 200 Celebration, FL 34747	6/2006 to Present
Josie Pepper 27224 Jolly Roger Lane Bonita Springs, FL 34135	Employed 6/2006 to 10/2008
Wallace Long 1234 Rolling Woods Lane Lakeland, FL 33813	Employed 6/2006 to 4/2008
Charles Mason PO Box 7085 Port Saint Lucie, FL 34985	Employed 6/2006 to 2/2007
Bryan Arnold 215 Celebration Place, Suite 200 Celebration, FL 34747	6/2006 to Present
Jemma Lawrance 215 Celebration Place, Suite 200 Celebration, FL 34747	6/2006 to Present

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

NAME	ADDRESS	DATES SERVICES RENDERED
PricewaterhouseCoopers	CNL Tower 420 South Orange Ave., Suite 200 Orlando, FL 32801	6/2006 to Present

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
Bryan Arnold Employed 06/2006 to Present	215 Celebration Place, Suite 200 Celebration, FL 34747
Jemma Lawrance Employed 06/2006 to Present	215 Celebration Place, Suite 200 Celebration, FL 34747
Sam Labban Employed 06/2006 to Present	215 Celebration Place, Suite 200 Celebration, FL 34747

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

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

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

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Ginn Quail West GP, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	General Partner	20%
Ginn-LA CS Borrower, LLC 215 Celebration Place Suite 200 Celebration, FL 34747	Limited Partner	80%

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

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

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

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

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

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

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

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

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

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

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

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

Date January 28, 2009 Signature /s/ Robert H. Gidel
Robert H. Gidel
President of Ginn-Quail West GP, LLC, General Partner

[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

EXHIBIT A

NO. 9 - STATEMENT OF FINANCIAL AFFAIRS - Payments Related to Debt Counseling or Bankruptcy

Name of Payee	Address 1	Address 2	City	State	Zip	Payment Date	Amount
Berger Singerman, P.A. ¹	200 S. Biscayne Blvd	Suite 1000	Miami	FL	33131	12/10/2008	\$ 20,000.00
Berger Singerman, P.A. ¹	200 S. Biscayne Blvd	Suite 1000	Miami	FL	33131	12/23/2008	\$ 40,000.00
Cole Scholtz Meisel Forman & Leonard, PA ²	Court Plaza North	25 Main Street	Hackensack	NJ	07601	10/7/2008	\$ 54,000.00
Cole Scholtz Meisel Forman & Leonard, PA ²	Court Plaza North	25 Main Street	Hackensack	NJ	07601	12/8/2008	\$ (41,889.00)
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	5/20/2008	\$ 200,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	5/20/2008	\$ 100,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	6/12/2008	\$ 112,778.75
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	7/2/2008	\$ 500,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	7/30/2008	\$ 200,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	8/8/2008	\$ 350,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	9/5/2008	\$ 193,076.21
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	9/19/2008	\$ 360,011.73
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	10/6/2008	\$ 350,000.00
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	11/6/2008	\$ 147,629.81
Kirkland & Ellis LLP ³	Citigroup Center	153 East 53rd Street	New York	NY	10022	12/12/2008	\$ (554,709.55)
Morris Manning & Martin, LLP ⁴	1600 Atlantic Financial Center	3343 Peachtree Road, NE	Atlanta	GA	30326	6/25/2008	\$ 50,000.00
Morris Manning & Martin, LLP ⁴	1600 Atlantic Financial Center	3343 Peachtree Road, NE	Atlanta	GA	30326	7/10/2008	\$ 1,954.60
Morris Manning & Martin, LLP ⁴	1600 Atlantic Financial Center	3343 Peachtree Road, NE	Atlanta	GA	30326	8/31/2008	\$ 1,240,000.00
Morris Manning & Martin, LLP ⁴	1600 Atlantic Financial Center	3343 Peachtree Road, NE	Atlanta	GA	30326	10/27/2008	\$ 367,843.12
Morris Manning & Martin, LLP ⁴	1600 Atlantic Financial Center	3343 Peachtree Road, NE	Atlanta	GA	30326	11/15/2008	\$ 310,668.48

¹ Payments to Berger Singerman, P.A. made by Ginn-LA CS Borrower, LLC

² Payments to Cole Scholtz Meisel Forman & Leonard, P.A. made by Ginn-LA CS Borrower, LLC

³ Payments made to Kirkland & Ellis, LLP made by Ginn-LA CS Holding Company, LLC and Ginn Development Corporation, LLC

⁴ Payments made to Morris, Manning & Martin, LLP made by Ginn-LA CS Borrower, LLC and Ginn-LA CS Holding Company, LLC