

United States Bankruptcy Court

Central District Of California

AP-Long Beach Airport LLC

Debtor

14-33372

Case No. (If known)

11

Chapter

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors 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	AMOUNTS SCHEDULED		OTHER
			ASSETS	LIABILITIES	
A - Real Property	YES	1	\$43,000,000.00		
B - Personal Property	YES	5	\$1,638,372.90		
C - Property Claimed As Exempt	NO				
D - Creditors Holding Secured Claims	YES	3		\$34,764,469.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$6,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$42,026.85	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO				
J - Current Expenditures of Individual Debtor(s)	NO				
Total		17	\$44,638,372.90	\$34,812,495.85	

In re AP-Long Beach Airport LLC Case No. 14-33372
 Debtor (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or 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 any 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	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
OFFICE/HANGER COMPLEX 3205 LAKEWOOD BLVD LONG BEACH, CA 90808	100%		\$43,000,000.00	\$34,764,469.00

Total \$43,000,000.00

Subtotal
(Total of this page) \$43,000,000.00

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY

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

Do not 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	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	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.		Banc of California - Cash Held By Receiver 18500 Von Karman Ave., Suite 1100 Irvine, CA 92612		\$461,543.63
2.		U.S. Bank - Cash Held By DIP Los Angeles Tower Team 2 633 W. 5th St. Flr. 25 Los Angeles, CA 90071		\$8,541.27
3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	X			
4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	X			
5. BOOKS, PICTURES AND OTHER ART OBJECTS; ANTIQUES; STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	X			

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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			

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	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.		Loan Refi Deposit		\$50,000.00
16.		Tenant Improvements Receivable		\$1,098,288.00
16.		Receivable from Title Company		\$20,000.00
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			

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.	X			
23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	X			
24. CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	X			
25. AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	X			
26. BOATS, MOTORS, AND ACCESSORIES.	X			
27. AIRCRAFT AND ACCESSORIES.	X			

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
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SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
28. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	X			
29. MACHINERY, FIXTURES, EQUIPMENT, AND SUPPLIES USED IN BUSINESS.	X			
30. INVENTORY.	X			
31. ANIMALS.	X			
32. CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	X			
33. FARMING EQUIPMENT AND IMPLEMENTS.	X			
34. FARM SUPPLIES, CHEMICALS, AND FEED.	X			
35. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	X			

Total

\$1,638,372.90

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	H/W/J/C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of ACCOUNT NO. ACCO ENGINEERED SYSTEMS 6265 SAN FERNANDO RD. GLENDALE, CA 91201			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. 5 PARK PLAZA SUITE 500 IRVINE, CA 92614			UCC LIEN FINANCING STATEMENT/REAL PROPERTY LIEN VALUE	X	X	X	UNKNOWN	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. 540 WEST MADISON STREET CHICAGO, IL 60661			UCC LIEN PROPERTY VALUE	X	X	X	UNKNOWN	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. ONE FINANCIAL PLAZA, 5TH FLOOR PROVIDENCE, RI 02903			UCC LIEN VALUE	X	X	X	UNKNOWN	UNKNOWN

Subtotal (Total of this page)	\$0.00	\$0.00
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* Contingent, unliquidated and disputed with respect to status as secured creditor.

2 Continuation Sheets Attached

1 All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODEBTR	HW/C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY VALUE OF SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of <u>ACCOUNT NO.</u> HALLIN AND HERRERA, INC. 502 CHANEY STREET, STE. L LAKE ELSINORE, CA 92530			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> KEY EQUIPMENT FINANCE INC. 600 TRAVIS STREET 14TH FLOOR HOUSTON, TX 77002			UCC LIEN FINANCING STATEMENT/REAL PROPERTY LIEN VALUE				UNKNOWN	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> LCS CONSTRUCTORS, INC. 15205 ALTON PARKWAY IRVINE, CA 92618			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> MCKINLEY EQUIPMENT CORPORATION 17611 ARMSTRONG AVE. IRVINE, CA 92614			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> MCMURRAY STERN INC. C/O BICA 10601 CIVIC CENTER DRIVE 2ND FLOOR RANCHO CUCAMONGA, CA 91730			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> PILGRIM FENCE 3275 E. FLORANCE AVE. HUNTINGTON PARK, CA 90255			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> QUALITY PRODUCTION SERVICES, INC. 3720 SKYPARK DRIVE TORRANCE, CA 90505			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN

Subtotal
(Total of this page)

\$0.00

\$0.00

* Contingent, unliquidated and disputed with respect to status as secured creditor.

Sheet no. 1 of 2 Continuation
Sheets attached to Schedule of Creditors

* All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODETOR	HWJC	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY VALUE OF SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of <u>ACCOUNT NO.</u> RICHWELL STEEL CO., INC. 350 WEST 168TH STREET GARDENA, CA 90245			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> ROBERTSON'S READY MIX LTD. P.O. BOX 3600 CORONA, CA 92878			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> SOUTH BAY IRON INC. C/O SPLITER & THAI LLP ATTN: M. N. THAI 25124 NARBONNE AVE. LOMITA, CA 90717			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> U.S. BANK 209 SOUTH LASALLE STREET SUITE 300 CHICAGO, IL 60604			UCC LIEN PROPERTY VALUE				\$34,764,469.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> WELLS FARGO BANK, N.A. P.O. BOX 2705 WINSTON-SALEM, NC 27101-0101			UCC LIEN VALUE				UNKNOWN	UNKNOWN

Total

\$34,764,469.00

UNKNOWN

(Report also on
Summary of Schedules.)(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)Subtotal
(Total of this page)

\$34,764,469.00

\$0.00

* Contingent, unliquidated and disputed with respect to status as secured creditor.

Sheet no. 2 of 2 Continuation
Sheets attached to Schedule of Creditors

* All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether 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 who file a case under chapter 7 or 13 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 who file a case under chapter 7 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 \$12,475* 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 creation 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 \$6,150* 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 \$2,775* 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 subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(1 continuation sheets attached)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTR	HMJC	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM.	TYPE OF PRIORITY			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED			
ACCOUNT NO. CALIFORNIA STATE BOARD OF EQUALIZATION ACCOUNT INFORMATION GROUP, MIC:29 P.O. BOX 942879 SACRAMENTO, CA 94279-0029			TAXING/GOVERNMENTAL AGENCY	X	X	X	\$0.00	\$0.00	\$0.00
ACCOUNT NO. DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE OGDEN, UT 84201-0005			TAXING/GOVERNMENTAL AGENCY FEDERAL TAX	X	X	X	\$0.00	\$0.00	\$0.00
ACCOUNT NO. FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO, CA 94257-0500			TAXING/GOVERNMENTAL AGENCY STATE INCOME TAX	X	X	X	\$6,000.00	\$6,000.00	\$0.00
ACCOUNT NO. FRANCHISE TAX BOARD BANKRUPTCY SECTION MS:A-340 PO BOX 2952 SACRAMENTO, CA 95812-2952			TAXING/GOVERNMENTAL AGENCY FOR NOTICE PURPOSES	X	X	X	\$0.00	\$0.00	\$0.00
ACCOUNT NO. INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346			TAXING/GOVERNMENTAL AGENCY FOR NOTICE PURPOSES	X	X	X	\$0.00	\$0.00	\$0.00
ACCOUNT NO. LOS ANGELES COUNTY TAX COLLECTOR P.O. BOX 54088 LOS ANGELES, CA 90054-0027			TAXING/GOVERNMENTAL AGENCY PROPERTY TAX	X	X	X	\$0.00	\$0.00	\$0.00

*Amounts subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (1 continuation sheets attached)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTR	HWJC	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM.	TYPE OF PRIORITY			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED			
ACCOUNT NO. LOS ANGELES COUNTY TAX COLLECTOR PO BOX 54110 LOS ANGELES, CA 90054-0110			TAXING/GOVERNMENTAL AGENCY FOR NOTICE PURPOSES	X	X	X	\$0.00	\$0.00	\$0.00
Total							\$6,000.00		
Totals								\$6,000.00	\$0.00

(Use only on last page of the completed Schedule E.
Report also on the Summary of Schedules.)

(Use only on last page of the completed Schedule E. If
applicable, report also on the Statistical Summary of
Certain Liabilities and Related Data.)

*Amounts subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

\$0.00	\$0.00	\$0.00
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AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

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 the 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 a "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 general unsecured claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM. IF CLAIM SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. ABM ELECTRICAL SOLUTIONS, INC. 152 TECHNOLOGY DRIVE IRVINE, CA 92618			VENDOR				\$239.00
ACCOUNT NO. COASTAL MAINTENANCE INC. 23052-H ALICIA PARKWAY, # 297 MISSION VIEJO, CA 92692			VENDOR				\$191.00
ACCOUNT NO. DC ENVIRONMENTAL 3002 DOW AVE, SUITE 118 TUSTIN, CA 92780			VENDOR				\$321.50
ACCOUNT NO. ENVIRON ARCHITECTURE, INC. 100 OCEANGATE SUITE P-200 LONG BEACH, CA 90802			VENDOR				\$25,917.86
ACCOUNT NO. GRANITE TELECOMMUNICATIONS LLC P.O. BOX 983119 BOSTON, MA 02298-3119			VENDOR				\$564.52

AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

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

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	HWJC	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM. IF CLAIM SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. MEIER PLUMBING, INC. 17432 E. SANTA CLARA AVE. SANTA ANA, CA 92705			VENDOR				\$453.00
ACCOUNT NO. MURCHISON CONSULTING 3333 E. SPRING ST. LONG BEACH, CA 90806			VENDOR				\$4,000.00
ACCOUNT NO. SOUTHERN CALIFORNIA EDISON P.O. BOX 300 ROSEMEAD, CA 91772-0001			VENDOR				\$9,919.50
ACCOUNT NO. TOTAL ACCESS SECURITY SYSTEMS CORP. 818 W. CHAPMAN AVE. ORANGE, CA 92868-2823			VENDOR				\$168.15
ACCOUNT NO. UNIVERSAL BUILDING MAINTENANCE LLC 1552 N. TUSTIN AVENUE, SUITE 650 SANTA ANA, CA 92705			VENDOR				\$252.32
Total							\$42,026.85

AP-Long Beach Airport LLC

14-33372

Debtor

Case No. (If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B, a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed.R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
ABBEY ENGINEERING SERVICES LLC 14770 FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	CONTRACT/AGREEMENT VENDOR CONTRACTS ENGINEERING SERVICES
ABM ELECTRICAL & LIGHTING SOLUTIONA, INC 152 TECHNOLOGY DRIVE IRVINE, CA 92618	CONTRACT/AGREEMENT VENDOR CONTRACTS EXTERIOR LIGHTING
ACCO ENGINEERED SYSTEMS 265 MCCORMICK AVE COSTA MESA, CA 92626	CONTRACT/AGREEMENT VENDOR CONTRACTS HVAC MAINTENANCE
CHEM-AQUA 23261 NETWORK PLACE CHICAGO, IL 60673	CONTRACT/AGREEMENT VENDOR CONTRACTS WATER TREATMENT
CITY OF LONG BEACH LONG BEACH AIRPORT (AASI) APRIL TOMECKO & PATRICK WEST 3205 N. LAKEWOOD BLVD. LONG BEACH, CA 90808	CONTRACT/AGREEMENT TENANT LEASE
COASTAL MAINTENANCE 23052-H ALICIA PARKWAY, SUITE 297 MISSION VIEJO, CA 92692	CONTRACT/AGREEMENT VENDOR CONTRACTS SWEEPING SERVICES
DC ENVIRONMENTAL 3002 DOW AVE, SUITE 118 TUSTIN, CA 92780	CONTRACT/AGREEMENT VENDOR CONTRACTS WASTE REMOVAL

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY, STATE CONTRACT NUMBER OR ANY GOVERNMENT CONTRACT
DUTHIE POWER SERVICES 2335 E. CHERRY INDUSTRIAL CIRCLE LONG BEACH, CA 90805-4416	CONTRACT/AGREEMENT VENDOR CONTRACTS EMERGENCY GENERATOR
ELGA 5 EARL COURT, SUITE 100 WOODRIDGE, IL 60517-7686	CONTRACT/AGREEMENT VENDOR CONTRACTS WATER TECHNOLOGIES MAINT.
GSA/DEPARTMENT OF HOMELAND SEC LINDA LUONG 3205 LAKEWOOD BLVD. LONG BEACH, CA 90808	CONTRACT/AGREEMENT TENANT LEASE
HCI INTEGRATED SYSTEMS 1354 S. PARKSIDE PLACE ONTARIO, CA 91761	CONTRACT/AGREEMENT VENDOR CONTRACTS FIRE ALARM MONITORING
J.M. CARDEN SPRINKLER CO. INC. 2909 FLETCHER DR. LOS ANGELES, CA 90065	CONTRACT/AGREEMENT VENDOR CONTRACTS FIRE SPRINKLER
PRECISION LANDSCAPE 940 LESLIE STREET LA HABRA, CA 90631	CONTRACT/AGREEMENT VENDOR CONTRACTS LANDSCAPING
TERMINIX COMMERCIAL 5901 E. SLAUSON AVE. COMMERCE, CA 90040	CONTRACT/AGREEMENT VENDOR CONTRACTS PEST CONTROL
THYSSENKRUPP ELEVATOR CORPORATION 6087 TRIANGLE DRIVE LOS ANGELES, CA 90043	CONTRACT/AGREEMENT VENDOR CONTRACTS ELEVATOR MAINTENANCE

AP-Long Beach Airport LLC

Debtor

Case No. (If known)

SCHEDULE H - CODEBTORS

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

☒

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

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

In re AP-Long Beach Airport LLC,
Debtor

Case No. 2:14-bk-33372-VZ
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

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

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

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

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

I, the Chief Restructuring Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 01/12/2015

Signature: Marc Beilinson
Marc Beilinson
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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) (04/13)

STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re AP-Long Beach Airport LLC

Debtor

Case No. 14-33372

(if known)

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 and 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 the 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 persons in control 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(2), (31).

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
\$1,753,360.00	GROSS RENTS: 2012
\$1,688,654.00	GROSS RENTS: 2013
\$2,085,627.67	GROSS RENTS: 1/1/14 - 12/19/2014

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In re AP-Long Beach Airport LLC

Case No. 14-33372

2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None



Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an 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 CREDITORS

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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 \$6,225*. 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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other 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.)

NAMES AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
ACCO ENGINEERED SYSTEMS 265 MCCORMICK AVE. COSTA MESA, CA 92626	10/2/2014	\$10,260.00	
CITY OF LONG BEACH 333 W. OCEAN BLVD. 3RD FLOOR LONG BEACH, CA 90802-4664	10/2/2014	\$83,510.60	
CITY OF LONG BEACH 3205 N. LAKEWOOD BLVD. LONG BEACH, CA 90808	10/2/2014	\$13,546.78	
J.M. CARDEN SPRINGLER CO., INC. 2909 FLETCHER DRIVE LOS ANGELES, CA 90065	10/2/2014	\$17,045.00	
LOS ANGELES COUNTY TAX COLLECTOR P.O. BOX 54088 LOS ANGELES, CA 90054-0027	12/10/2014	\$85,711.04	
NL SERVICES, INC. 14770 FIRESTONE BLVD, SUITE 206 LA MIRADA, CA 90638	10/27/2014	\$15,979.95	
PRECISION LANDSCAPE 940 LESLIE STREET LA HABRA, CA 90631	10/2/2014	\$6,252.00	
SIEMEN INDUSTRY, INC. P.O. BOX 2134 CAROL STREAM, IL 60132-2134	9/17/2014	\$65,347.63	
SOUTHERN CALIFORNIA EDISON P.O. BOX 300 ROSEMEAD, CA 91772-0001	10/2/2014	\$62,700.56	
STAPLETON GROUP 514 VIA DE LA VALLE, SUITE 206 SOLANA BEACH, CA 92075	10/2/2014	\$37,992.96	
TRIPLE CROWN INSURANCE 6151 FAIRMOUNT AVE., SUITE 211 SAN DIEGO, CA 92120	10/27/2014	\$8,000.00	
UNIVERSAL BUILDING MAINTENANCE LLC PO BOX 101032 PASADENA, CA 91189-1032	10/2/2014	\$8,131.92	

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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.)

NAMES AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
NL SERVICES, INC. 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	VARIOUS DATES BETWEEN 12/2013 AND 9/2014	\$345,252.91	
NL SERVICES, INC. 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	10/24/2014	\$15,979.95	
THE ABBEY COMPANIES* 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	12/16/2014	\$1,100,000.00	
THE ABBEY MANAGEMENT COMPANY 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	VARIOUS DATES BETWEEN 12/2013 AND 9/2014	\$99,749.97	

*ON DECEMBER 16, 2014, THE ABBEY COMPANIES DEPOSITED \$1,100,000.00 WITH THE DEBTOR. THESE FUNDS WERE IMMEDIATELY DISTRIBUTED BACK TO THE ABBEY COMPANIES.

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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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
LCS CONSTRUCTORS, INC. V. AP-LONG BEACH AIRPORT LLC CASE NO.: NC059569	OSC RE FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
WESTERN FENCE & SUPPLY CO. DBA PILGRIM FENCE CO. V. LCS CONSTRUCTORS, INC.; AP-LONG BEACH AIRPORT LLC CASE NO.: NC059603	OSC - FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
RICHWELL STEEL, INC. V. AP-LONG BEACH AIRPORT LLC CASE NO.: NC059608	OSC - FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
HALLIN & HERRERA, INC. V. LCS CONSTRUCTORS, INC.; AP-LONG BEACH AIRPORT LLC CASE NO.: NC059617	OSC - FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
ACCO ENGINEERED SYSTEMS, INC. V. LCS CONSTRUCTORS, INC.; AP-LONG BEACH AIRPORT LLC	OSC - FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
ROBERTSON'S READY MIX, LTD. V. AP-LONG BEACH AIRPORT LLC CASE NO.: 14K09484	SUM & COMPLAINT TRIAL	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
SPECTRUM GLASS AND MIRROR INC. V. AP-LONG BEACH AIRPORT LLC	INTENT TO FILE LIEN		SETTLED
QUALITY PRODUCTION SERVICES INC. V. AP-LONG BEACH LLC CASE NO.: BC557098		LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED
U.S. BANK NATIONAL ASSOCIATION V. AP-LONG BEACH AIRPORT LLC CASE NO.: NC059627	OSC - FAILURE TO FILE POS	LASC / SOUTH DISTRICT - LONG BEACH 275 MAGNOLIA AVE., LONG BEACH, CA 90802	SETTLED

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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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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 REPOSESSION, FORECLOSURE SALE, TRANSFER OF 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
DAVID STAPLETON - STAPLETON GROUP 515 SOUTH FLOWER STREET 36TH FLOOR LOS ANGELES, CA 90071	NC059627 - SUPERIOR COURT LOS ANGELES COUNTY JUDGE ROSS M. KLEIN	9/2/2014	REAL PROPERTY OFFICE/HANGER VALUE: \$43 MILLION

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 CIRCUMSTANCE AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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 a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
IRELL & MANELLA LLP 840 NEWPORT CENTER DRIVE, SUITE 400 NEWPORT BEACH, CA 92660	12/17/2014 THE ABBEY COMPANY	\$125,000.00
PAUL HASTINGS LLP 515 SOUTH FLOWER STREET 25TH FLOOR LOS ANGELES, CA 90071-2228	12/11/2014	\$15,828.75

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 TRANSFERREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	---

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 records

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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STATEMENT OF FINANCIAL AFFAIRS

B7 (04/13)

In re AP-Long Beach Airport LLC

Case No. 14-33372

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	NAME AND ADDRESSES OF THOSE WITH ACCESS TO THE 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 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	DATE 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

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STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

17. Environmental Information

None



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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B7 (04/13)

STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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 AND ADDRESS	LAST FOUR DIGITS OF SOC. SEC. NO./COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	NATURE OF BUSINESS	BEGINNING AND ENDING DATES OF OPERATION
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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
CHRIS DI DIO 14770 FIRESTONE BLVD., # 206 LA MIRADA, CA 90638	9/2/2012 - PRESENT
DAVID STAPLETON - STAPLETON GROUP 515 SOUTH FLOWER STREET 36TH FLOOR LOS ANGELES, CA 90071	9/2/2014 - PRESENT

B7 (04/13)

STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

None

- ☐ b. List all firms or individuals who within 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
DELLOITE TAX LLP	P.O. BOX 844736 DALLAS, TX 75284-4736	PRECEEDING 2 FISCAL YEARS

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
CHRIS DI DIO	14770 FIRESTONE BLVD., # 206 LA MIRADA, CA 90638
DAVID STAPLETON - STAPLETON GROUP	515 SOUTH FLOWER STREET 36TH FLOOR LOS ANGELES, CA 90071

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
U.S. BANK 209 SOUTH LASALLE STREET, STE. 300 CHICAGO, IL 60604	PRECEEDING 2 FISCAL YEARS
BANK OF AMERICA P.O. BOX 15731 WILMINGTON, DE 19886-5731	PRECEEDING 2 FISCAL YEARS
CITY OF LONG BEACH 333 W OCEAN BLVD. 3RD FLOOR LONG BEACH, CA 90802-4664	PRECEEDING 2 FISCAL YEARS

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 inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
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B7 (04/13)

STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

21. Current Partners, Officers, Directors and Shareholders

None



a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None



b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
ABBEY-PROPERTIES II LLC 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	WHOLE OWNER	100%
THE ABBEY COMPANIES 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	INDIRECT OWNER	100% OWNER OF ABBEY-PROPERTIES II LLC
DONALD G. ABBEY 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	INDIRECT OWNER	100% OWNER OF THE ABBEY COMPANIES

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 AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
DONALD G. ABBEY 14770 E. FIRESTONE BLVD., SUITE 206 LA MIRADA, CA 90638	5/15/2014 LOAN COST DEPOSIT	\$50,000.00

B7 (04/13)

STATEMENT OF FINANCIAL AFFAIRS

In re AP-Long Beach Airport LLC

Case No. 14-33372

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)

ABBEE-PROPERTIES II LLC

33-0715700

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)

B7 (Official Form 7) (04/13)

11

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.

Date _____ Signature of Debtor _____

Date _____ Signature of Joint Debtor (if any) _____

[If completed on behalf of a partnership or corporation]

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 01/12/2015

Signature



Print Name and Title Marc Beilinson/Chief Restructuring Ofcr.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

____ continuation sheets attached

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

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer:

Social-Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address

Signature of Bankruptcy Petition Preparer

Date

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

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person

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

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address IRELL & MANELLA LLP Alan J. Friedman (State Bar No. 132580) afriedman@irell.com Kerri A. Lyman (State Bar No. 241615) klyman@irell.com 840 Newport Center Drive, Suite 400 Newport Beach, CA 92660-6324 Telephone: (949) 760-0991 Facsimile: (949) 760-5200 <input checked="" type="checkbox"/> Attorney for: Debtor, AP-Long Beach Airport LLC	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION	
In re: AP-LONG BEACH AIRPORT LLC, a Delaware limited liability company, <div style="text-align: right;">Debtor(s).</div> <div style="text-align: right;">Plaintiff(s),</div> <div style="text-align: right;">Defendant(s).</div>	<div>CASE NO.: 2:14-bk-33372-VZ ADVERSARY NO.: CHAPTER: 11</div> <div style="text-align: center;">CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4</div> <div style="text-align: center;">[No hearing]</div>

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, (Printed name of attorney or declarant) Marc Beilinson, Chief Restructuring Officer, the undersigned in the above-captioned case, hereby declare under penalty of perjury under the laws of the United States that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:

- ☒ I am the president or other officer or an authorized agent of the Debtor corporation
☐ I am a party to an adversary proceeding
☐ I am a party to a contested matter
☐ I am the attorney for the Debtor corporation

2.a. ☒ The following entities, other than the Debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

Abbey-Properties II LLC, The Abbey Companies, LLC and Donald G. Abbey

[For additional names, attach an addendum to this form.]

b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Date: 1/12/15

By: 
Signature of Debtor, or attorney for Debtor

Name: Marc Beilinson, Chief Restructuring Officer
Printed name of Debtor, or attorney for Debtor

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re AP-LONG BEACH AIRPORT LLC, a Delaware limited liability company,

Debtor.

Case No.: 2:14-bk-33372-VZ

**DISCLOSURE OF COMPENSATION
OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follow:

For legal services, I have agreed to accept	\$ 125,000
Prior to the filing of this statement I have received.	\$ 125,000
Balance Due.	\$ 0.00

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

☐ Debtor ☒ Other (*specify*) The Abbey Companies LLC.

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

☒ Debtor ☒ Other (*specify*) The Debtor. The Abbey Companies LLC and Mr. Abbey have guaranteed payment. For further details see I&M's employment application filed on 1/6/15 [Dkt. #54] and see footnote [FN.1] on following page

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

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

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

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

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

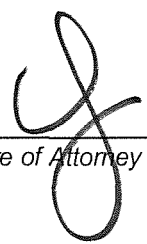
I&M has not agreed to undertake nor will it be responsible for any of the following (i) appearances before any court or agency other than the Bankruptcy Court and the Office of the United States Trustee; or (ii) the provision of substantive legal advice outside the insolvency area, such as corporate law, partnership law, non-bankruptcy taxation, securities law, torts, environmental law, non-bankruptcy labor issues, criminal law, or real estate law, or the rendering of any opinions in connection therewith.

[FN.1] In addition, to provide assurances of payment of I&M's fees and costs incurred on behalf the Debtor, Donald G. Abbey ("Abbey") and The Abbey Companies, LLC ("ABLLC") unconditionally, jointly and severally guaranteed the payment of I&M's fees and costs in the event that Debtor is unable to do so. California Rule of Professional Conduct 3-310(F) permits I&M to accept payment from Abbey and/or ABLLC of I&M's fees and costs charged for the representation of the Debtor in connection with this matter so long as (1) there is no interference with I&M's independent professional judgment or with the attorney-client relationship; (2) information relating to the representation is protected and kept confidential to the extent required by law; and (3) the Debtor gives informed written consent to such an arrangement. The Debtor gave its informed written consent to the payment of such fees and expenses by Abbey and/or ABLLC.

CERTIFICATION

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

1/12/15
Date


Signature of Attorney

Irell & Manella LLP
Name of Law Firm

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

Filer's Name: IRELL & MANELLA LLP Atty Name (if applicable): Kerri A. Lyman, Esq.
Street Address: 840 Newport Ctr. Dr., #400 CA Bar No. (if applicable): #241615
Newport Beach, CA 92660 Atty Fax No. (if applicable): (949) 760-5200
Filer's Telephone No.: (949) 760-0991

In re: <u>AP-LONG BEACH AIRPORT LLC</u>	Case No.: <u>2:14-bk-33372-VZ</u> Chapter 7 <u> </u> 11 <u>✓</u> 13 <u> </u>
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AMENDED SCHEDULE(S) AND/OR STATEMENT(S)

A filing fee of \$30.00 is required to amend any or all of Schedules "D" through "F." An addendum mailing list is also required as an attachment if creditors are being added to the creditors list. Is/are creditor(s) being added? Yes No ✓

Indicate below which schedule(s) and/or statement(s) is(are) being amended.

A B ✓ C D E F G H I J
Statement of Social Security Number(s) Statement of Financial Affairs
Statement of Intention Other

NOTE: IT IS THE RESPONSIBILITY OF THE DEBTOR TO MAIL COPIES OF ALL AMENDMENTS TO THE TRUSTEE AND TO NOTICE ALL CREDITORS LISTED IN THE AMENDED SCHEDULE(S) AND TO COMPLETE AND FILE WITH THE COURT THE PROOF OF SERVICE ON THE BACK OF THIS PAGE.

I/We, Marc Beilinson, CRO, the person(s) who subscribed to the foregoing Amended Schedule(s) and/or Statement(s) do hereby declare under penalty of perjury that the foregoing is true and correct.

DATED: 1/15/15

Marc Beilinson
Debtor Signature

Co-Debtor Signature

****FOR COURT USE ONLY****

SEE REVERSE SIDE

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

AMENDED SCHEDULE B - PERSONAL PROPERTY

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

Do not 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	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	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		Banc of California - Cash Held By Receiver 18500 Von Karman Ave., Suite 1100 Irvine, CA 92612		\$461,543.63
2		U.S. Bank - Cash Held By DIP Los Angeles Tower Team 2 633 W. 5th St. Flr 25 Los Angeles, CA 90071		\$8,541.27
3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	X			
4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	X			
5 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	X			

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

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J O R C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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			

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

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J O R C	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.		Loan Refi Deposit Note: This is a non-refundable deposit		\$50,000.00 \$0.00
16		Tenant Improvements Receivable Receivable - GSA/Dept. of Homeland Security [See Fn. 1]		\$1,098,288.00 \$593,000
16		Receivable from Title Company		\$20,000.00
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			

Fn.1 - Note: This Receivable has been assigned to LCS Constructors, Inc., subject to Court Approval.

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J O R C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.	X			
23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	X			
24. CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	X			
25. AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	X			
26. BOATS, MOTORS, AND ACCESSORIES.	X			
27. AIRCRAFT AND ACCESSORIES.	X			

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

In re AP-Long Beach Airport LLC	Case No.: 14-33372
Debtor.	(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J O R C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
28. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	X			
29. MACHINERY, FIXTURES, EQUIPMENT, AND SUPPLIES USED IN BUSINESS.	X			
30. INVENTORY.	X			
31. ANIMALS.	X			
32. CROPS - GROWING OR HARVESTED GIVE PARTICULARS.	X			
33. FARMING EQUIPMENT AND IMPLEMENTS.	X			
34. FARM SUPPLIES, CHEMICALS, AND FEED.	X			
35. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	X			

Total \$1,638,372.90
\$1,083,084.90

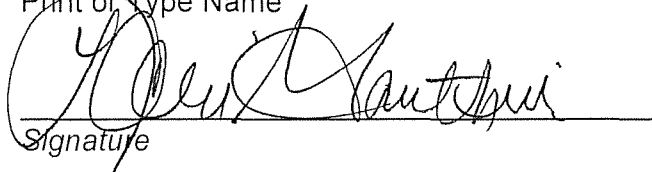
PROOF OF SERVICE

I hereby certify that a copy of the Amendment(s) was(were) mailed to the Trustee and that notice was given to the additional creditors listed.

DATED: 1/16/15

Lori Gauthier

Print or Type Name


Signature

(SEE ATTACHED MAILING LIST.)

SERVED VIA FIRST-CLASS MAIL

Office of the U.S. Trustee
Attn: Kelly L. Morrison
915 Wilshire Boulevard
Suite 1850
Los Angeles, CA 90017

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

Filer's Name:	<u>IRELL & MANELLA LLP</u>	Atty Name (if applicable):	<u>Kerri A. Lyman, Esq.</u>
Street Address:	<u>840 Newport Ctr. Dr., #400</u>	CA Bar No. (if applicable):	<u>#241615</u>
	<u>Newport Beach, CA 92660</u>	Atty Fax No. (if applicable):	<u>(949) 760-5200</u>
Filer's Telephone No.:	<u>(949) 760-0991</u>		

In re:
AP-LONG BEACH AIRPORT LLC

Case No.: 2:14-bk-33372-VZ

Chapter 7 _____ 11 ✓ 13 _____

AMENDED SCHEDULE(S) AND/OR STATEMENT(S)

A filing fee of \$30.00 is required to amend any or all of Schedules "D" through "F." An addendum mailing list is also required as an attachment if creditors are being added to the creditors list. Is/are creditor(s) being added? Yes _____ No ✓

Indicate below which schedule(s) and/or statement(s) is(are) being amended.

A _____ B _____ C _____ D ☒ E _____ F ☒ G _____ H _____ I _____ J _____

Statement of Social Security Number(s) _____ Statement of Financial Affairs _____

Statement of Intention _____ Other _____

NOTE: IT IS THE RESPONSIBILITY OF THE DEBTOR TO MAIL COPIES OF ALL AMENDMENTS TO THE TRUSTEE AND TO NOTICE ALL CREDITORS LISTED IN THE AMENDED SCHEDULE(S) AND TO COMPLETE AND FILE WITH THE COURT THE PROOF OF SERVICE ON THE BACK OF THIS PAGE.

I/We, Marc Beilinson, CRO, the person(s) who subscribed to the foregoing Amended Schedule(s) and/or Statement(s) do hereby declare under penalty of perjury that the foregoing is true and correct.

DATED: 1/15/15

Marc Beale
Debtor Signature

Co-Debtor Signature

****FOR COURT USE ONLY****

*SEE REVERSE SIDE**

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

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	H/W/J/C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of ACCOUNT NO. ACCO ENGINEERED SYSTEMS 6265 SAN FERNANDO RD. GLENDALE, CA 91201			MECHANICS' LIEN ¹ VALUE	X			\$0.00	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. 5 PARK PLAZA SUITE 500 IRVINE, CA 92614			UCC-LIEN FINANCING STATEMENT/REAL PROPERTY LIEN VALUE	X	X	X	UNKNOWN	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. 540 WEST MADISON STREET CHICAGO, IL 60661			UCC-LIEN PROPERTY VALUE	X	X	X	UNKNOWN	UNKNOWN
Last four digits of ACCOUNT NO. BANK OF AMERICA, N.A. ONE FINANCIAL PLAZA, 5TH FLOOR PROVIDENCE, RI 02903			UCC-LIEN VALUE	X	X	X	UNKNOWN	UNKNOWN

Subtotal
(Total of this page)

\$0.00

\$0.00

* Contingent, unliquidated and disputed with respect to status as secured creditor.

2 Continuation Sheets Attached

¹ All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

B6D (Official Court Use) (12/07)

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODEBTR	HW/C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY VALUE OF SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of <u>ACCOUNT NO.</u> HALLIN AND HERRERA, INC. 502 CHANEY STREET, STE. L LAKE ELSINORE, CA 92530			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> KEY-EQUIPMENT-FINANCE-INC. 600-TRAVIS STREET 14TH-FLOOR HOUSTON, TX-77002			UCC-LIEN FINANCING-STATEMENT/REAL-PROPERTY-LIEN VALUE _____				UNKNOWN	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> LCS CONSTRUCTORS, INC. 15205 ALTON PARKWAY IRVINE, CA 92618			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> MCKINLEY EQUIPMENT CORPORATION 17611 ARMSTRONG AVE. IRVINE, CA 92614			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> MCMURRAY STERN INC. C/O BICA 10601 CIVIC CENTER DRIVE 2ND FLOOR RANCHO CUCAMONGA, CA 91730			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> PILGRIM FENCE 3275 E. FLORANCE AVE. HUNTINGTON PARK, CA 90255			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> QUALITY PRODUCTION SERVICES, INC. 3720 SKYPARK DRIVE TORRANCE, CA 90505			MECHANICS' LIEN' VALUE _____	X			\$0.00	UNKNOWN

Subtotal
(Total of this page)

\$0.00

\$0.00

* Contingent, unliquidated and disputed with respect to status as secured creditor.

Sheet no. 1 of 2 Continuation

Sheets attached to Schedule of Creditors

* All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

B6D (Official Form 01/17/07)

In re AP-Long Beach Airport LLC

Case No.: 14-33372

Debtor.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above)	CODEBTR	HWC	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY VALUE OF SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of ACCOUNT NO. RICHWELL STEEL CO., INC. 350 WEST 168TH STREET GARDENA, CA 90245			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of ACCOUNT NO. ROBERTSON'S READY MIX LTD. P.O. BOX 3600 CORONA, CA 92878			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of ACCOUNT NO. SOUTH BAY IRON INC. C/O SPLITER & THAI LLP ATTN: M. N. THAI 25124 NARBONNE AVE. LOMITA, CA 90717			MECHANICS' LIEN' VALUE	X			\$0.00	UNKNOWN
Last four digits of ACCOUNT NO. U.S. BANK 209 SOUTH LASALLE STREET SUITE 300 CHICAGO, IL 60604			UCC LIEN PROPERTY VALUE				\$34,764,469.00	UNKNOWN
Last four digits of ACCOUNT NO. WELLS FARGO BANK, N.A. P.O. BOX 2706 WINSTON-SALEM, NC 27101-0401			UCC LIEN VALUE				UNKNOWN	UNKNOWN
Moved to Schedule "F"								

Total

\$34,764,469.00

UNKNOWN

(Report also on
Summary of Schedules.)(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)Subtotal
(Total of this page)

\$34,764,469.00

\$0.00

* Contingent, unliquidated and disputed with respect to status as secured creditor.

Sheet no. 2 of 2 Continuation
Sheets attached to Schedule of Creditors

* All filed mechanics' liens were satisfied in full prior to the petition date but are listed on Schedule D out of an abundance of caution since these liens appear when a lien search is conducted.

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

In re AP-Long Beach Airport LLC,
DebtorCase No. 2:14-bk-33372-VZ
(if known)

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 <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
Key Equipment Finance Inc. 600 Travis St, 14th Floor Houston, TX 77002				X	X	X	0.00
ACCOUNT NO.							
Wells Fargo Bank, N.A. P.O. Box 2705 Winston-Salem, NC 27101				X	X	X	0.00
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal▶							\$
Total▶							\$

____ continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

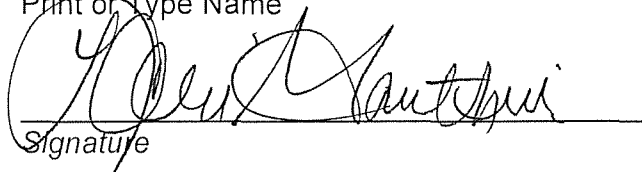
PROOF OF SERVICE

I hereby certify that a copy of the Amendment(s) was(were) mailed to the Trustee and that notice was given to the additional creditors listed.

DATED: 1/16/15

Lori Gauthier

Print or Type Name


Signature

(SEE ATTACHED MAILING LIST.)

SERVED VIA FIRST-CLASS MAIL

Office of the U.S. Trustee

Attn: Kelly L. Morrison
915 Wilshire Boulevard
Suite 1850
Los Angeles, CA 90017

Bank of America, N.A.
Attn: Authorized Agent
5 Park Plaza, Suite 500
Irvine, CA 92614

Bank of America, N.A.
Attn: Authorized Agent
540 West Madison Street
Chicago, IL 60661

Bank of America, N.A.
Attn: Authorized Agent
One Financial Plaza, 5th Floor
Providence, RI 02903

Key Equipment Finance Inc.
Attn: Authorized Agent
600 Travis Street, 14th Floor
Houston, TX 77002

Wells Fargo Bank, N.A.
Attn: Authorized Agent
PO Box 2705
Winston Salem, NC 27101-0101