

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF DALLAS**

In re Naperville Campus, LLC

Case No. 10-34177-11

Debtor

Chapter 11

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 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 may also be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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 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.)

<u>AMOUNT</u>	<u>FISCAL YEAR</u>	<u>SOURCE</u>
\$746,272	01/01/10 - 05/31/10	Income from operation of business
\$1,797,666	01/01/09 - 12/31/09	Income from operation of business
\$1,802,110	01/01/08 - 12/31/08	Income from operation of business

**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, 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.)

<u>AMOUNT</u>	<u>FISCAL YEAR</u>	<u>SOURCE</u>
\$920,330	01/01/10 - 05/31/10	Other income
\$692,026	01/01/09 - 12/31/09	Other income
\$1,252,268	01/01/08 - 12/31/08	Other income

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**3. Payment to creditors**

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

- None  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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**3. Payment to creditors (continued)**

- 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 if the aggregate value of all property that constitutes or is affected by such transfers is not less than \$5850. If the debtor is an individual, indicate with an asterisk(\*) any payments what 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.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See Rider 3b

**3. Payment to creditors (continued)**

- None  c. All Debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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See Rider 3c

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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
Roberts Environmental Control Corp. v. LINCOLNSHIRE CAMPUS, LLC Case No. R2009-176350	Foreclosure Litigation - Mechanics Lien - Labor and Materials Rendered	Lake County - 19th Judicial Circuit Court, IL	Pending
Roberts Environmental Control Corp. v. LINCOLNSHIRE CAMPUS, LLC Case No. R2009-182282	Foreclosure Litigation - Mechanics Lien - Labor and Materials Rendered	Lake County - 19th Judicial Circuit Court, IL	Pending

**4. Suits and administrative proceedings, executions, garnishments and attachments (Continued)**

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

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

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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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**6. Assignments and receiverships (Continued)**

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 AND NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

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

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

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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
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**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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**10. Other transfers (continued)**

None  b. List all other 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	DATES OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**11. Closed financial accounts**

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Bank of America	7970	November 2009
Fifth Third Bank	3407	October 2009

**12. Safe deposit boxes**

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

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

None  List all setoffs made by any creditor, including a bank, against a debt or 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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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**14. Property held for another person**

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

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

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

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

None  If 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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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**17. Environmental Information**

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

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into air, land, soil, surface water, ground water, 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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**17. Environmental Information (continued)**

- 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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**17. Environmental Information (continued)**

- None  c. List all judicial or administrative proceeding, 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 proceedings, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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 proprietorship, or was a 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 share 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 business 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 equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES

**18. Nature, location, and name of business (continued)**

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

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

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 the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

<u>NAME AND ADDRESS</u>	<u>DATES SERVICES RENDERED</u>
Barbara Labuskes VP of Finance	N/A
Scott Thelen SVP of Finance	N/A
Sherrie Rovnan SVP of Finance	N/A
Kent Madigan Sr Director Finance	N/A
Neal Gantert Sr Director Finance	N/A
Jeremy Trimble Director Finance	N/A
Sandy Zinck Sr Director Finance	N/A
LeAnne Olson Asst Controller	N/A
Mark Szczybor Asst Controller	N/A
William Buckman Asst Controller	N/A
Linda Sanchez Accounting Manager	N/A
Gail Patnaude Accounting Manager	N/A
Jeffrey Jacobson EVP & CFO/Treasurer	N/A
Tom Brod EVP Finance	N/A
Jim Walter SVP of Finance	N/A
Terry Dodge VP of Finance	N/A

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

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**

NAME AND ADDRESS	DATES SERVICES RENDERED
Barbara Ireland Director of Finance	N/A

**19. Books, records and financial statements (continued)**

- 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
Pete Poore	McGladrey & Pullen, LLP 100 N. Charles Street Suite 1300 Baltimore, MD 21201	N/A
Dominic Dubois	McGladrey & Pullen, LLP 100 N. Charles Street Suite 1300 Baltimore, MD 21201	N/A

**19. Books, records and financial statements (continued)**

- 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
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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**19. Books, records and financial statements (continued)**

- 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 the two years immediately preceding the commencement of this case.

<u>NAME AND ADDRESS</u>	<u>DATE ISSUED</u>
The Bank of Glen Burnie 101 Crain Highway, SE Glen Burnie, MD 21061	N/A
Capmark Bank 2801 Highway 280 South Suite 305 Birmingham, AL 35223	N/A
Chevy Case Bank	N/A
Citizens Bank of PA	N/A
Commerce Bank	N/A
M&T Bank 100 East Pratt Street 17th Floor Baltimore, MD 21202	N/A
Provident Bank 100 East Pratt Street 17th Floor Baltimore, MD 21202	N/A
Sandy Spring Bank 9112 Guilford Road Suite 2 Columbia, MD 21046	N/A
Wachovia Bank	N/A
Wells Fargo	N/A
Wilmington Trust 50 South Sixth Street Suite 1290 Minneapolis, MN 55402	N/A
Michael Kelly Ziegler Capital Markets 4250 Ortega Forest Drive Jacksonville, FL 32210	N/A
Michael Taylor Ziegler Capital Markets 4250 Ortega Forest Drive Jacksonville, FL 32210	N/A
Mike Schmidt Ziegler Capital Markets 4250 Ortega Forest Drive Jacksonville, FL 32210	N/A

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**19. Books, records and financial statements (continued)**

NAME AND ADDRESS	DATE ISSUED
Jim Ginty Ziegler Capital Markets 4250 Ortega Forest Drive Jacksonville, FL 32210	N/A
D. Hermann Ziegler Capital Markets 4250 Ortega Forest Drive Jacksonville, FL 32210	N/A
Paul Dzer Marotta Gund Budd & Dzera LLC 800 Lanidex Plaza Suite 210 Parsippany, NJ 07054	N/A
PNC Bank Two Hopkins Plaza P.O. Box 1477 Baltimore, MD 21201	N/A

**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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**20. Inventories (continued)**

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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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

**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
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**21. Current Partners, Officers, Directors and Shareholders (continued)**

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
Erickson Retirement Communities, LLC 700 Maiden Choice Lane Baltimore, MD 21229	Member	100%

**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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**22. Former partners, officers, directors and shareholders (continued)**

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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**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS**

In re Naperville Campus, LLC

Case No. 10-34177-11

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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.

<u>NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR</u>	<u>DATE AND PURPOSE OF WITHDRAWAL</u>	<u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY</u>
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**24. Tax Consolidation Group**

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

<u>NAME OF PARENT CORPORATION</u>	<u>TAXPAYER IDENTIFICATION NUMBER</u>
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**25. Pension Funds**

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

<u>NAME OF PENSION FUND</u>	<u>TAXPAYER IDENTIFICATION NUMBER</u>
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*[If completed by an individual or individual and spouse]*

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)

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*[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.

\_\_\_\_\_  
Wednesday, July 21, 2010  
Date

\_\_\_\_\_  
/s/ Paul Rundell  
Signature

\_\_\_\_\_  
Paul Rundell  
Print Name

\_\_\_\_\_  
Chief Restructuring Officer  
Title

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

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\_\_\_\_\_ continuation sheets attached

**SOFA 3b**  
**PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING**  
**NAPERVILLE CAMPUS, LLC, CASE NO. 10-34177-11**

NAME AND ADDRESS	PAYMENT DATE	CHECK OR WIRE NBR	METHOD OF PAYMENT	TOTAL AMT PAID
ABRAHAMSON, BETSY 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	04/12/2010	13082	Check	\$2,250.00
	<b>SUBTOTAL</b>			<u>\$2,250.00</u>
AMERICAN HEALTH CARE SUPPLY 16458 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	05/04/2010	13094	Check	\$27.94
	05/10/2010	13096	Check	\$27.94
	06/07/2010	13107	Check	\$33.71
	<b>SUBTOTAL</b>			<u>\$89.59</u>
ART LITHO COMPANY 3500 MARMENCO CT BALTIMORE, MD 21230	03/22/2010	13073	Check	\$1,995.12
	04/26/2010	13086	Check	\$80.71
	<b>SUBTOTAL</b>			<u>\$2,075.83</u>
AT&T PO BOX 8100 AURORA, IL 60507	03/22/2010	13074	Check	\$584.47
	<b>SUBTOTAL</b>			<u>\$584.47</u>
BANK OF AMERICA PO BOX 538625 ATLANTA, GA 30353	06/07/2010	13106	Check	\$219.72
	<b>SUBTOTAL</b>			<u>\$219.72</u>
BROOK FURNITURE RENTAL 4078 PAYSHERE CIRCLE CHICAGO, IL 60874	04/19/2010	13083	Check	\$447.30
	<b>SUBTOTAL</b>			<u>\$447.30</u>
CANON BUSINESS SOLUTIONS INC 15004 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	03/29/2010	13076	Check	\$611.49
	05/24/2010	13097	Check	\$616.52
	06/07/2010	13104	Check	\$610.39
	<b>SUBTOTAL</b>			<u>\$1,838.40</u>
CORPORATE EXPRESS PO BOX 71217 CHICAGO, IL 60694-1217	05/24/2010	13098	Check	\$31.28
	<b>SUBTOTAL</b>			<u>\$31.28</u>
DOWLING, JOHN 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	04/05/2010	13079	Check	\$3,080.01
	<b>SUBTOTAL</b>			<u>\$3,080.01</u>
EU SERVICES 649 NORTH HORNERS LN ROCKVILLE, MD 20850	04/28/2010	13087	Check	\$762.80
	05/04/2010	13092	Check	\$1,532.51
	06/07/2010	13108	Check	\$2,305.13

**SOFA 3b**  
**PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING**  
**NAPERVILLE CAMPUS, LLC, CASE NO. 10-34177-11**

NAME AND ADDRESS	PAYMENT DATE	CHECK OR WIRE NBR	METHOD OF PAYMENT	TOTAL AMT PAID
EU SERVICES 649 NORTH HORNERS LN ROCKVILLE, MD 20850				<b>SUBTOTAL</b> <u>\$4,600.44</u>
FRANTIK, JOSEPH 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	05/24/2010	13099	Check	<u>\$2,662.15</u>
			<b>SUBTOTAL</b>	<b>\$2,662.15</b>
GRAY, CATHLEEN A. 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	04/19/2010	13084	Check	<u>\$75.71</u>
			<b>SUBTOTAL</b>	<b>\$75.71</b>
HINCKLEY SPRING WATER COMPANY PO BOX 660579 DALLAS, TX 75266-0579	03/30/2010	13078	Check	\$17.22
	04/06/2010	13081	Check	<u>\$34.42</u>
			<b>SUBTOTAL</b>	<b>\$51.64</b>
MILAZZO, CARL 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	04/26/2010	13085	Check	<u>\$5,183.31</u>
			<b>SUBTOTAL</b>	<b>\$5,183.31</b>
MOTHER GOOSE BALLOONS AND HELIUM INCO PO BOX 8100 MANALAPAN, NJ 7726	05/04/2010	13095	Check	<u>\$25.50</u>
			<b>SUBTOTAL</b>	<b>\$25.50</b>
PCA 15 WEST AYLESBURY ROAD TIMONIUM, MD 21093	06/01/2010	13101	Check	<u>\$1,118.88</u>
			<b>SUBTOTAL</b>	<b>\$1,118.88</b>
PITNEY BOWES GLOBAL FINANCIAL SERVICES PO BOX 856460 LOUISVILLE, KY 40285-6460	05/04/2010	13093	Check	\$145.20
	06/01/2010	13103	Check	\$42.24
	06/01/2010	13102	Check	<u>\$710.76</u>
			<b>SUBTOTAL</b>	<b>\$898.20</b>
RELATIONAL, LLC 3701 ALGONQUIN RD #600 ROLLING MEADOWS, IL 60008	03/29/2010	13077	Check	<u>\$52.50</u>
			<b>SUBTOTAL</b>	<b>\$52.50</b>
WEBB MASON INC PO BOX 62414 BALTIMORE, MD 21264-2414	04/05/2010	13080	Check	\$4.69
	06/07/2010	13105	Check	<u>\$400.71</u>
			<b>SUBTOTAL</b>	<b>\$405.40</b>
WILLIAMSON, BEA 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	03/29/2010	13075	Check	\$5,000.00

**SOFA 3b**  
**PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING**  
**NAPERVILLE CAMPUS, LLC, CASE NO. 10-34177-11**

NAME AND ADDRESS	PAYMENT DATE	CHECK OR WIRE NBR	METHOD OF PAYMENT	TOTAL AMT PAID
WILLIAMSON, BEA 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228				
			<b>SUBTOTAL</b>	\$5,000.00
			<b>TOTAL</b>	\$30,690.33

**SOFA 3c**  
**PAYMENTS TO INSIDERS MADE WITHIN 1 YEAR PRIOR TO FILING**  
**NAPERVILLE CAMPUS, LLC, CASE NO. 10-34177-11**

NAME AND ADDRESS	PAYMENT DATE	CHECK OR WIRE NBR	METHOD OF PAYMENT	TOTAL AMT PAID
ERICKSON CONSTRUCTION, LLC 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	6/24/2009		Wire	\$2,302.96
	<b>SUBTOTAL:</b>			<u>\$2,302.96</u>
ERICKSON RETIREMENT COMMUNITIES 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	2/26/2010		ACH	\$234,751.00
	3/12/2010		ACH	\$47,691.99
	<b>SUBTOTAL:</b>			<u>\$282,442.99</u>
MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	7/8/2009		Check	\$6,393.00
	8/4/2009		ACH	\$110,000.00
	8/5/2009		ACH	\$40,000.00
	9/24/2009		Check	\$630.00
	10/12/2009		Check	\$318.00
	<b>SUBTOTAL:</b>			<u>\$157,341.00</u>
REDWOOD ERC MANAGEMENT 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	5/12/2010		ACH	\$3,555.20
	5/21/2010		ACH	\$35,851.00
	5/26/2010		ACH	\$7,283.65
	6/2/2010		ACH	\$120,944.80
	6/3/2010		ACH	\$41,091.15
	<b>SUBTOTAL:</b>			<u>\$208,725.80</u>
<b>TOTAL</b>			<u>\$650,812.75</u>	