

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number *(if known)*

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Westwind Manor Resort Association, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 64-0717533

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

15 Mason
Suite A
Irvine, CA 92618

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Orange

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Westwind Manor Resort Association, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7139**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached list	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Westwind Manor Resort Association, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Westwind Manor Resort Association, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on March 4, 2019

MM / DD / YYYY

X

Signature of authorized representative of debtor

Jeremy Rosenthal

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney****X**

/s/ Michael D. Warner

Date 03/04/2019

Signature of attorney for debtor

MM / DD / YYYY

Michael D. Warner

Printed name

Cole Schotz P.C.

Firm name

**301 Commerce Street, Suite 1700
Fort Worth, TX 76102**

Number, Street, City, State & ZIP Code

Contact phone 817-810-5250Email address mwarner@coleschotz.com**(TX Bar No. 00792304) TX**

Bar number and State

LIST OF AFFILIATES

<u>COMPANY</u>	<u>CASE NO.</u>
Westwind Manor Resort Association, Inc.	19-
Warrior ATV Golf, LLC	19-
Warrior Acquisitions, LLC	19-
Warrior Golf Development, LLC	19-
Warrior Golf Management, LLC	19-
Warrior Golf Assets, LLC	19-
Warrior Golf Venture, LLC	19-
Warrior Premium Properties, LLC	19-
Warrior Golf, LLC	19-
Warrior Custom Golf, LLC	19-

WESTWIND MANOR RESORT ASSOCIATION, INC.

(Chapter 11 Bankruptcy Petition)

**WRITTEN CONSENT OF
THE DIRECTORS**

The undersigned, being all of the Directors of Westwind Manor Resort Association, Inc., a Texas corporation (the "Company"), do hereby consent to and adopt the following resolutions:

(Chapter 11 Bankruptcy Petition)

WHEREAS, in light of the Company's current financial condition, the Directors have investigated, discussed and considered options for addressing the Company's financial challenges and, after consultation with the Company's advisors, have concluded that it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); now therefore be it

RESOLVED, that in the judgment of the Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that the Chief Restructuring Officer of the Company is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas, Laredo Division, at such time as said officer executing the same shall determine; and it is further

RESOLVED, that the law firm of Cole Schotz P.C. is hereby employed as attorneys for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the financial advisory firm of Force Ten Partners LLC is hereby employed as financial advisors for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Chief Restructuring Officer of the Company is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any and all further acts and deeds deemed necessary, proper or desirable in connection with the successful prosecution of the Chapter 11 case; and it is further

RESOLVED, that Chief Restructuring Officer of the Company is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to

enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such Chief Restructuring Officer be or become necessary, proper and desirable to effectuate an orderly liquidation of the Company's assets; and it is further

RESOLVED, that any and all past actions heretofore taken by the Directors, Chief Restructuring Officer or any officer of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that the filing by the Company of a petition seeking relief under the provisions of the Bankruptcy Code shall not dissolve the Company.

(Appointment of Chief Restructuring Officer)

WHEREAS, the Directors, in consultation with their professionals, have determined that it is desirable, fair, reasonable, and in the best interests of the Company to designate Jeremy Rosenthal to serve as an officer of the Company in the position of Chief Restructuring Officer (the "CRO"); now therefore be it

RESOLVED, that Jeremy Rosenthal is appointed to the position of Chief Restructuring Officer of the Company; and it is further

RESOLVED, that the CRO is hereby delegated the authority otherwise vested in the chief executive officer, chief financial officer, president, and/or any other executive or senior vice president, of the Company (collectively, the "Other Officers"), in consultation with the Directors and other officers, and where appropriate and consistent with the CRO's discharge of its fiduciary duties in consultation with the Directors, over implementation and prosecution of the Bankruptcy Cases, including causing the Company to enter into one or more restructuring transactions, including a sale of substantially all assets of the Company's estates, the sale of any real estate, any debtor in possession financing and any plan of reorganization (each a "Restructuring Transaction"); and it is further

RESOLVED, that the CRO, in consultation with the Directors and other officers, is hereby authorized and empowered, in the name of and on behalf of the Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of any Restructuring Transaction to which the Company is or will be a party, including, but not limited to, any management agreement, chapter 11 plan, disclosure statement, asset purchase agreement, and all exhibits and/or ancillary documents related thereto (collectively, the "Restructuring Documents"); and it is further

RESOLVED, that the CRO, in consultation with the Directors and other officers, is hereby authorized and empowered in the name of, and on behalf of, the Company to take any and all actions to (i) obtain bankruptcy court approval of the Restructuring Documents in

connection with any Restructuring Transaction, and (ii) obtain bankruptcy court approval of any Restructuring Transaction; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any of the CRO, Directors or the other officers in connection with the appointment and retention of the CRO, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

(General Resolutions)

RESOLVED, that this consent may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes; and it is further

RESOLVED, the actions taken by this unanimous written consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors, duly called and constituted pursuant to the laws of the State of Texas and the Company's Amended and Restated Bylaws; and it is further

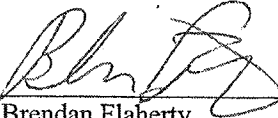
RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Directors of the Company and the undersigned hereby waives all requirements as to notice of a meeting; and it is further

RESOLVED, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Directors of Westwind Manor Resort Association, Inc. as of this 3rd day of March, 2019.

DIRECTORS:


Brendan Flaherty

Henry Peter Wheelahan, Jr.

Walter Bolen

Aaron Mun

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Directors of Westwind Manor Resort Association, Inc. as of this 3rd day of March, 2019.

DIRECTORS:

Brendan Flaherty

Henry Peter Wheelahan, Jr.

Walter Bolen

Aaron Mun

Fill in this information to identify the case:

Debtor name **Westwind Manor Resort Association, Inc., et al.**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Anthony Ivankovich 791 Crandon Blvd. Key Biscayne, FL 33149	Anthony Ivankovich 791 Crandon Blvd. Key Biscayne, FL 33149	Note				2,000,000.00
Raymond J. Kiefer 1147 Bayshore Dr. Antioch, IL 60002-1483	Raymond J. Kiefer 1147 Bayshore Dr. Antioch, IL 60002-1483	Note				1,220,019.38
A and O Family, LLC 1150 Michigan Ave. Wilmette, IL 60091-1976	A and O Family, LLC 1150 Michigan Ave. Wilmette, IL 60091-1976	Note				1,121,644.25
Mark & Linda Price 2601 Secretariat Ct. Evansville, IN 47720-2386	Mark & Linda Price 2601 Secretariat Ct. Evansville, IN 47720-2386	Note				1,054,119.12
Donald P. Grzankowski 2239 Preservation Green Ct. Sun City Center, FL 33573-4417	Donald P. Grzankowski 2239 Preservation Green Ct. Sun City Center, FL 33573-4417	Note				871,100.61
Mark Bauman 2320 Vanreen Dr. Colorado Springs, CO 80919-5593	Mark Bauman 2320 Vanreen Dr. Colorado Springs, CO 80919-5593	Note				802,547.72
Dr. Susan Winchell 810 CR 133 Rd Wharton, TX 77488-2051	Dr. Susan Winchell 810 CR 133 Rd Wharton, TX 77488-2051	Note				596,503.10
Gregory A. Caretto P.O.Box 2018 Vail, CO 81658-2018	Gregory A. Caretto P.O.Box 2018 Vail, CO 81658-2018	Note				590,993.85

**** The Debtors reserve all of their rights to contest the extent, validity, priority, or possible avoidance of all claims listed herein.**

Debtor **Westwind Manor Resort Association, Inc., et al.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Richard C. Klamer Living Trust Richard C. Klamer, Trustee 3450 34th St. Hamilton, MI 49419-9547	Richard C. Klamer Living Trust Richard C. Klamer, Trustee 3450 34th St. Hamilton, MI 49419-9547	Note				558,462.33
Thomas J. Hilty, Jr. 10707 NW 27th St. Terrebonne, OR 97760-9763	Thomas J. Hilty, Jr. 10707 NW 27th St. Terrebonne, OR 97760-9763	Note				465,324.60
R.E. Alexander 9411 South Church St. Pahrump, NV 89048-8349	R.E. Alexander 9411 South Church St. Pahrump, NV 89048-8349	Note				441,845.59
John & Carla Synatschk 1100 US Hwy 385 Springlake, TX 79082-6319	John & Carla Synatschk 1100 US Hwy 385 Springlake, TX 79082-6319	Note				392,691.39
Karen K.. Parrish Trust Deed 3753 Barrel Loop The Villages, FL 32163-2758	Karen K.. Parrish Trust Deed 3753 Barrel Loop The Villages, FL 32163-2758	Note				388,923.85
James L. Olsen Revocable Trust 117 Carolina Forest Rd Chapel Hill, NC 27516-9033	James L. Olsen Revocable Trust 117 Carolina Forest Rd Chapel Hill, NC 27516-9033	Note				382,797.16
Dan Garrison 19303 San Solomon Springs CT Cypress, TX 77433-4076	Dan Garrison 19303 San Solomon Springs CT Cypress, TX 77433-	Note				350,000.00
Thomas Adler 140 Hards Ln Lawrence, NY 11559-1315	Thomas Adler 140 Hards Ln Lawrence, NY 11559-	Note				344,037.84
Thomas Mark & Diane Johnston P.O. Box 1055 Jefferson , NC 28640-1055	Thomas Mark & Diane Johnston P.O. Box 1055 Jefferson , NC 28640-1055	Note				325,874.89
William Odell TTEE & Ella Odell TTEE 1206 Knights Gate Ct Sun City Center, FL 33573-5895	William Odell TTEE & Ella Odell TTEE 1206 Knights Gate Ct Sun City Center, FL 33573-5895	Note				323,821.66

**** The Debtors reserve all of their rights to contest the extent, validity, priority, or possible avoidance of all claims listed herein.**

Debtor **Westwind Manor Resort Association, Inc., et al.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Elliot Family Trust February 11, 2011 355 San Mateo Dr. Menlo Park, CA 94025-5346	Elliot Family Trust February 11, 2011 355 San Mateo Dr. Menlo Park, CA 94025-5346	Note				301,156.64
William P. Heddles Trust P.O. Box 100 Tiffin, OH 44883	William P. Heddles Trust P.O. Box 100 Tiffin, OH 44883	Note				276,888.14
Cecil Mellinger 215 N. 56th Ave. #17 Yakima, WA 98908-5116	Cecil Mellinger 215 N. 56th Ave. #17 Yakima, WA 98908-5116	Note				255,126.83
John Synatschk 1100 US Hwy 385 Springlake, TX 79082-6319	John Synatschk 1100 US Hwy 385 Springlake, TX 79082-6319	Note				250,000.00
CJ & WM Reed Family 1986 Revocable Trust 10036 La Placita Dr Rancho Cordova, CA 95670-3139	CJ & WM Reed Family 1986 Revocable Trust 10036 La Placita Dr Rancho Cordova, CA 95670-3139	Note				238,431.25
David Walker 9735 W. Diablo Dr Las Vegas, NV 89148-4628	David Walker 9735 W. Diablo Dr Las Vegas, NV 89148-4628	Note				232,223.54
Ron Stemen 308 Upham Dr Johnstown, OH 43031-1029	Ron Stemen 308 Upham Dr Johnstown, OH 43031-1029	Note				227,937.76
Coley Docter Inc. 420 Stevens Avenue Suite 310 Solana Beach, CA 92075	Coley Docter Inc. 420 Stevens Avenue Suite 310 Solana Beach, CA 92075	Trade				226,732.96
Diane J. Luoto 16782 Fairfield St Livonia, MI 48154-2906	Diane J. Luoto 16782 Fairfield St Livonia, MI 48154-2906	Note				223,481.76
Donald Grzankowski P.O. Box 451159 Westlake, OH 44145-0629	Donald Grzankowski P.O. Box 451159 Westlake, OH 44145-0629	Note				200,000.00
Robert Elliot c/o Elliot Family Trust 355 San Mateo Drive Menlo Park, CA 94025	Robert Elliott c/o Elliot Family Trust 355 San Mateo Drive Menlo Park, Ca 94025	Note				200,000.00

**** The Debtors reserve all of their rights to contest the extent, validity, priority, or possible avoidance of all claims listed herein.**

Debtor **Westwind Manor Resort Association, Inc., et al.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Wilfred M. Luoto 16782 Fairfield St Livonia, MI 48154-2906	Wilfred M. Luoto 16782 Fairfield St Livonia, MI 48154-2906	Note				200,000.00
Equity Trust, FBO Jeffrey Bibler P.O. Box 451159 Westlake, OH 44145-0629	Equity Trust, FBO Jeffrey Bibler P.O. Box 451159 Westlake, OH 44145-0629	Note				190,562.41
Leonard J. Kuczynski 4925 Valley Woods Dr Independence, OH 44131-5241	Leonard J. Kuczynski 4925 Valley Woods Dr Independence, OH 44131-5241	Note				182,607.63
The Philip C. Shoaf Trust 1059 Marie Ave Martinez, CA 94553-3520	The Philip C. Shoaf Trust 1059 Marie Ave Martinez, CA 94553-3520	Note				172,748.14
The Mintz Family Trust Cheryl L Mintz, Trustee 3205 White Sands Way League City, TX 77573-0703	The Mintz Family Trust Cheryl L Mintz, Trustee 3205 White Sands Way League City, TX 77573-0703	Note				169,731.75
Elizabeth Ann Harlow PO Box 2326 Appomattox, VA 24522-2326	Elizabeth Ann Harlow PO Box 2326 Appomattox, VA 24522-2326	Note				165,602.57
Erwin L. Cooper 7766 W State Rd 45 Bloomington, IN 47403-9252	Erwin L. Cooper 7766 W State Rd 45 Bloomington, IN 47403-9252	Note				161,972.51
Roger & Rosemary Nelson 280 Victor Ave Longwood, FL 32750-6157	Roger & Rosemary Nelson 280 Victor Ave Longwood, FL 32750-6157	Note				150,000.00
Don Copus 46 Ridge Rd Pleasant Ridge, MI 48069-1122	Don Copus 46 Ridge Rd Pleasant Ridge, MI 48069-1122	Note				150,000.00
Charles E. Huss 1705 Hillcrest Ct, Box 348 Mendota, IL 61342-0348	Charles E. Huss 1705 Hillcrest Ct, Box 348 Mendota, IL 61342-0348	Note				141,435.33
Ross Oliver 9417 35th Ave. NE Marysville, WA 98270-7252	Ross Oliver 9417 35th Ave. NE Marysville, WA 98270-7252	Note				139,588.88

**** The Debtors reserve all of their rights to contest the extent, validity, priority, or possible avoidance of all claims listed herein.**

Fill in this information to identify the case:Debtor name Westwind Manor Resort Association, Inc., et al.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on March 4, 2019

X

Signature of individual signing on behalf of debtor

Jeremy Rosenthal

Printed name

Chief Restructuring Officer

Position or relationship to debtor