

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(if known)**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
<p>Four Parcels of Land located at US HWY 59 &amp; Roman Forest Dr.</p> <p>1. West and South of the intersection of US HWY 59 and Roman Forest Drive, unincorporated Montgomery County, Texas (508.3341 acres)</p> <p>2. US HWY 59 southwest of Roman Forest Drive, unincorporated Montgomery County, Texas (1042.7094 acres)</p> <p>3. East of US HWY 59 &amp; South of Roman Forest Drive, unincorporated Montgomery County, Texas (6.6423 acres)</p> <p>4. Roman Forest Drive at Peach Creek, east of US HWY 59, unincorporated Montgomery County, Texas (3.8319 acres)</p>	Land		\$27,400,000.00	\$20,167,465.94

**Total: \$27,400,000.00**  
(Report also on Summary of Schedules)

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	<b>X</b>		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Business checking account #XXXXX7866 Hillcrest Bank 2811 McKinney Suite 24 Dallas, TX 75204	\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>		
4. Household goods and furnishings, including audio, video and computer equipment.	<b>X</b>		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>		
6. Wearing apparel.	<b>X</b>		
7. Furs and jewelry.	<b>X</b>		
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>		
10. Annuities. Itemize and name each issuer.	<b>X</b>		

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 1*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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).)	<b>X</b>		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>		
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	<b>X</b>		
16. Accounts receivable.		\$605,236.22 (100% uncollectible)	\$0.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>		

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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.	<b>X</b>		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>		
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.	<b>X</b>		
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>		
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>		
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.	<b>X</b>		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>		
26. Boats, motors, and accessories.	<b>X</b>		

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 3*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	<b>X</b>		
28. Office equipment, furnishings, and supplies.	<b>X</b>		
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>		
30. Inventory.	<b>X</b>		
31. Animals.	<b>X</b>		
32. Crops - growing or harvested. Give particulars.	<b>X</b>		
33. Farming equipment and implements.	<b>X</b>		
34. Farm supplies, chemicals, and feed.	<b>X</b>		
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>		
<div style="text-align: right;"> <b>3</b> continuation sheets attached            (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)         </div>			<b>Total &gt;</b> <b>\$0.00</b>

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**  
(If known)**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- ☐ 11 U.S.C. § 522(b)(2)
- ☐ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds \$146,450.\*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
<i>* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.</i>		<b>\$0.00</b>	<b>\$0.00</b>

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**
☐ 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 AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	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
ACCT #:		DATE INCURRED: <b>2010</b> NATURE OF LIEN: <b>Property Taxes</b> COLLATERAL: <b>Land</b> REMARKS:				<b>\$15,970.81</b>	
<b>J.R. Moore, Jr. Tax Assessor c/o Linebarger Goggan Blair et al 2323 Bryan Street, Suite 1600 Dallas, TX 75201</b>		VALUE: <b>\$27,400,000.00</b>					
ACCT #:		DATE INCURRED: <b>2008</b> NATURE OF LIEN: <b>Property Taxes</b> COLLATERAL: <b>Land</b> REMARKS: <b>AP Trade - In Timberline</b>				<b>\$61,943.94</b>	
<b>County of Montgomery Tax Office Tax Assessor-Collector 400 North San Jacinto Conroe, TX 77301</b>		VALUE: <b>\$27,400,000.00</b>					
ACCT #:	X	DATE INCURRED: NATURE OF LIEN: <b>Purchase Money</b> COLLATERAL: <b>Land</b> REMARKS:				<b>\$20,043,611.21</b>	
<b>Hillcrest Bank, NA 11111 West 95th Street Overland Park, KS 66214</b>		VALUE: <b>\$27,400,000.00</b>					
ACCT #:		DATE INCURRED: <b>2010 Taxes</b> NATURE OF LIEN: <b>Property Taxes</b> COLLATERAL: <b>Land</b> REMARKS:				<b>\$45,939.98</b>	
<b>J.R. Moore, Jr. Tax Assessor c/o Ray, Wood &amp; Bonilla 2700 Bee Caves Road Austin, TX 78746</b>		VALUE: <b>\$27,400,000.00</b>					
<b>Subtotal (Total of this Page) &gt;</b>						<b>\$20,167,465.94</b>	<b>\$0.00</b>
<b>Total (Use only on last page) &gt;</b>						<b>\$20,167,465.94</b>	<b>\$0.00</b>

      No       continuation sheets attached

(Report also on  
Summary of  
Schedules.)

(If applicable,  
report also on  
Statistical  
Summary of  
Certain Liabilities  
and Related  
Data.)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

☒ 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 \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

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

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* 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 \$2,600\* 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).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

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

      No       continuation sheets attached



**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>Anco-McDonald Waterworks</b> <b>611 Morton Street</b> <b>Richmond, TX 77469</b>		DATE INCURRED: <b>2010</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>MUD Insurance Renewal</b>				<b>\$5,385.00</b>
ACCT #: <b>Bracewell &amp; Guiliani LLP</b> <b>1445 Ross Avenue</b> <b>Suite 3800</b> <b>Dallas, TX 75202-2711</b> <b>Attn: John C. Adolph</b>		DATE INCURRED: CONSIDERATION: <b>Business debt</b> REMARKS: <b>Attorney for Lienholder Hillcrest Bank</b>				<b>\$952.50</b>
ACCT #: <b>Cindy A. Schmidt</b> <b>PO Box 80</b> <b>Tomball, TX 77377</b>		DATE INCURRED: <b>2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>MUD Account Services</b>				<b>\$2,521.57</b>
ACCT #: <b>Coats, Rose, Yale, Ryman &amp; Lee</b> <b>5420 Lyndon B. Johnson Freeway</b> <b>Suite 1300</b> <b>Dallas, TX 75240</b>		DATE INCURRED: <b>2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>MUD Legal Services</b>				<b>\$3,858.83</b>
ACCT #: <b>East Montgomery County Economic Development Corp.</b> <b>21575 US HWY 59 North, Suite 200</b> <b>New Caney, TX 77357</b>		DATE INCURRED: <b>2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Note Payable</b>				<b>\$225,000.00</b>
ACCT #: <b>Haynes &amp; Associates, PC</b> <b>Certified Public Accountants</b> <b>405 North Oak Street</b> <b>Roanoke, TX 76262</b>		DATE INCURRED: <b>October 2010</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Property Tax Consulting</b>				<b>\$155.00</b>
<b>Subtotal &gt;</b>						<b>\$237,872.90</b>
<b>Total &gt;</b>						

(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.)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>Hesse &amp; Hesse, LLP</b> <b>1518 Legacy Drive, Suite 250</b> <b>Frisco, TX 75034</b>		DATE INCURRED: <b>June 2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Legal Services</b>				<b>\$225.00</b>
ACCT #: <b>Ryan &amp; Company, PC</b> <b>5440 Harvest Hill Road, Suite 220</b> <b>Dallas, TX 75230</b>		DATE INCURRED: <b>2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Accounting Services</b>				<b>\$1,025.00</b>
ACCT #: <b>Sammons Realty Corp.</b> <b>25949 Sherry Lane</b> <b>Suite 1900</b> <b>Dallas, TX 75225</b>		DATE INCURRED: <b>2007</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Note Payable</b>				<b>\$275,683.88</b>
ACCT #: <b>Texas Commission - Environmental Quality</b> <b>P.O. Box 13087</b> <b>Austin, TX 78711-3087</b>		DATE INCURRED: <b>June 2011</b> CONSIDERATION: <b>Business debt</b> REMARKS:				<b>\$2,565.38</b>
ACCT #: <b>Thompson &amp; Knight, LLP</b> <b>One Arts Plaza</b> <b>1722 Routh Street, Suite 1500</b> <b>Dallas, TX 75201</b>		DATE INCURRED: <b>2011</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Legal Services</b>				<b>\$11,978.74</b>
ACCT #: <b>WMA Whitestone Land, LP</b> <b>13455 Noel Rd., Suite 2300</b> <b>Dallas, TX 75240</b>		DATE INCURRED: <b>2009</b> CONSIDERATION: <b>Business debt</b> REMARKS: <b>Note Payable</b>				<b>\$278,828.38</b>
Sheet no. <b>1</b> of <b>1</b> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal &gt; \$570,306.38</b>
(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.)						<b>Total &gt; \$808,179.28</b>

In re **Whitestone Houston Land, Ltd.**

Case No. **11-42400**  
(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 of 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.

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

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>John Marlin</b> 13455 Noel Road, 23rd Floor Dallas, TX 75240	<b>Hillcrest Bank, NA</b> 11111 West 95th Street Overland Park, KS 66214
<b>Marlin Atlantis White, Ltd.</b> 13455 Noel Road, 23rd Floor Dallas, TX 75240	<b>Hillcrest Bank, NA</b> 11111 West 95th Street Overland Park, KS 66214
<b>Roscoe F. White III</b> 13455 Noel Road, 23rd Floor Dallas, TX 75240	<b>Hillcrest Bank, NA</b> 11111 West 95th Street Overland Park, KS 66214
<b>Whitestone Houston Holdings, LLC</b> 13455 Noel Road, 23rd Floor Dallas, TX 75240	<b>Hillcrest Bank, NA</b> 11111 West 95th Street Overland Park, KS 66214
<b>WMA Whitestone Land, LP</b> 13455 Noel Road, 23rd Floor Dallas, TX 75240	<b>Hillcrest Bank, NA</b> 11111 West 95th Street Overland Park, KS 66214

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

In re **Whitestone Houston Land, Ltd.**Case No. **11-42400**Chapter **11**

**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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$27,400,000.00		
B - Personal Property	Yes	4	\$0.00		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1			\$20,167,465.94
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			\$0.00
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2			\$808,179.28
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				
J - Current Expenditures of Individual Debtor(s)	No				
TOTAL		11	\$27,400,000.00	\$20,975,645.22	

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the **Manager** of the **Partnership**  
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of  
**13** sheets, and that they are true and correct to the best of my knowledge, information, and belief.  
(Total shown on summary page plus 1.)

Date **8/15/2011**

Signature **/s/ John Marlin**  
**John Marlin**  
**Manager**

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