

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): DBSI Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 82-0355037		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 1550 S. Tech Lane Meridian, ID ZIP CODE 83642		Street Address of Joint Debtor (No. and Street, City, and State): N/A ZIP CODE
County of Residence or of the Principal Place of Business: Ada County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE		Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): DBSI Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: see attached Schedule 1	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, 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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s): **DBSI Inc.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Michael R. Nestor, James L. Patton, Jr., Joseph M. Barry
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899-0391
Phone: 302-576-3572

11/10/2008

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

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 in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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 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.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X _____

Signature of Authorized Individual

Douglas L. Swenson

Printed Name of Authorized Individual

Designated Officer

Title of Authorized Individual

11/10/2008

Date

SCHEDULE 1 TO VOLUNTARY PETITION

*Note Regarding EIN Listed On Certain Debtors' Voluntary Petitions

The EIN listed on the voluntary petition for certain Debtors is the EIN for the entity that is responsible for that Debtor's taxable income. As certain Debtors are disregarded entities for tax purposes, those Debtors do not maintain their own EIN.

Pending Bankruptcies Filed by Affiliates¹

On the date hereof, unless otherwise noted, the debtor on the foregoing voluntary petition and each of the affiliated parties listed below filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Debtors"). Contemporaneously with the filings of these petitions, the Debtors filed a motion requesting joint administration of their chapter 11 cases.

DBSI 12 South Place LeaseCo LLC	DBSI Highlands & Southcreek LeaseCo LLC	DBSI Southport Pavilion LeaseCo LLC
DBSI 13000 Weston Parkway LeaseCo LLC	DBSI Houston Levee Galleria LeaseCo LLC	DBSI Spalding Triangle LeaseCo LLC
DBSI 14001 Weston Parkway LeaseCo LLC	DBSI Kemper Pointe LeaseCo LLC	DBSI Spring Valley Road LeaseCo LLC
DBSI 2001A Funding Corporation	DBSI Kenwood Center LeaseCo LLC	DBSI Springville Corner LeaseCo LLC
DBSI 2001B Funding Corporation	DBSI Keystone Commerce LeaseCo LLC	DBSI ST Tower LeaseCo LLC
DBSI 2001C Funding Corporation	DBSI Lake Natoma LeaseCo LLC	DBSI St. Andrews Place LeaseCo LLC
DBSI 2005 Secured Notes Corporation	DBSI Lamar LeaseCo LLC	DBSI Stone Glen Village LeaseCo LLC
DBSI 2006 Secured Notes Corporation	DBSI Landmark Towers LeaseCo LLC	DBSI Stony Brook South LeaseCo LLC
DBSI 2008 Notes Corporation	DBSI Lifestyle Center LeaseCo LLC	DBSI Streetside at Towne Lake LeaseCo LLC
DBSI 2nd Street Quad LeaseCo LLC	DBSI Lincoln Park 10 LeaseCo LLC	DBSI Topsham Fair Mall LeaseCo LLC
DBSI 700 Locust LeaseCo LLC	DBSI Mansell Forest LeaseCo LLC	DBSI Torrey Chase LeaseCo LLC
DBSI Abbotts Bridge LeaseCo LLC	DBSI Mansell Place LeaseCo LLC	DBSI Treasure Valley Business Center LeaseCo LLC
DBSI Allison Pointe LeaseCo LLC	DBSI Master LeaseCo, Inc.	DBSI Trinity Ridge Business Center LeaseCo LLC
DBSI Amarillo Apartments LeaseCo LLC	DBSI Meadow Chase Apartments LeaseCo LLC	DBSI University Park LeaseCo LLC
DBSI Anna Plaza LeaseCo LLC	DBSI Megan Crossings LeaseCo LLC	DBSI Vantage Drive LeaseCo LLC
DBSI Arlington Town Square LeaseCo LLC	DBSI Metropolitan Square LeaseCo LLC	DBSI Watkins LeaseCo LLC
DBSI Arrowhead LeaseCo LLC	DBSI Missouri LeaseCo LLC	DBSI West Oaks Square LeaseCo LLC
DBSI Avenues North Center LeaseCo LLC	DBSI Network LeaseCo LLC	DBSI Wilson Estates LeaseCo LLC
DBSI Bandera Trails LeaseCo LLC	DBSI North Logan Retail Center LeaseCo LLC	DBSI Winchester Office LeaseCo LLC
DBSI Battlefield Station LeaseCo LLC	DBSI North Park LeaseCo LLC	DBSI Windcom Court LeaseCo LLC
DBSI Belton Town Center LeaseCo LLC	DBSI North Stafford LeaseCo LLC	DBSI Wisdom Pointe LeaseCo LLC
DBSI Breckinridge LeaseCo LLC	DBSI Northlite Commons II LeaseCo LLC	DBSI Woodlands Medical Office I LeaseCo LLC
DBSI Brendan Way LeaseCo LLC	DBSI Northpark Ridgeland LeaseCo LLC	DBSI Woodside Center LeaseCo LLC
DBSI Brookfield Pelham LeaseCo LLC	DBSI Northridge LeaseCo LLC	DBSI Inc.
DBSI Cambridge Place LeaseCo LLC	DBSI Oakwood Plaza LeaseCo LLC	DBSI-Discovery Real Estate Services LLC
DBSI Carolina Commons LeaseCo LLC	DBSI Old National Town Center LeaseCo LLC	DCJ Inc.
DBSI Cedar East and Cypress LeaseCo LLC	DBSI One Executive Center LeaseCo LLC	DBSI Draper LeaseCo LLC
DBSI Clear Creek Square LeaseCo LLC	DBSI One Hanover LeaseCo LLC	FOR 1031 LLC
DBSI Corporate Woods LeaseCo LLC	DBSI Park Creek-Gainesville LeaseCo LLC	Spectrus Real Estate Inc.
DBSI CP Clearwater LeaseCo LLC	DBSI Parkway III LeaseCo LLC	DBSI Academy Park Loop LeaseCo LLC
DBSI CP Ironwood LeaseCo LLC	DBSI Peachtree Corners Pavilion LeaseCo LLC	DBSI Copperfield Timbercreek LeaseCo LLC
DBSI Cranberry LeaseCo LLC	DBSI Phoenix Peak LeaseCo LLC	DBSI Corporate Center II LeaseCo LLC
DBSI Cross Pointe LeaseCo LLC	DBSI Pinehurst Square East LeaseCo LLC	DBSI Executive Plaza LeaseCo LLC
DBSI Crosstown Woods LeaseCo LLC	DBSI Pinehurst Square West LeaseCo LLC	DBSI Lake Ellenor LeaseCo LLC
DBSI Daniel Burnham LeaseCo LLC	DBSI Plano Tech Center LeaseCo LLC	DBSI Northgate LeaseCo LLC
DBSI Decatur LeaseCo LLC	DBSI Portofino Tech Center LeaseCo LLC	DBSI Two Notch Rd. LeaseCo LLC
DBSI Eagles Landing LeaseCo LLC	DBSI Properties Inc.	DBSI Asset Management LLC
DBSI Embassy Tower LeaseCo LLC	DBSI Real Estate Funding Corporation	DBSI Shoppes at Trammel LLC
DBSI Executive Dr LeaseCo LLC	DBSI Realty Inc.	DBSI 2006 Land Opportunity Fund LLC
DBSI Executive Park LeaseCo LLC	DBSI Republic LeaseCo LLC	DBSI 2007 Land Improvement & Development Fund LLC
DBSI Fairlane Green LeaseCo LLC	DBSI Road 68 Retail Center LeaseCo LLC	DBSI 2008 Land Option Fund LLC
DBSI Fairway LeaseCo LLC	DBSI Sam Houston Center Tech LeaseCo LLC	DBSI Alma/121 Office Commons LLC
DBSI Florissant Market Place LeaseCo LLC	DBSI Sapphire Pointe LeaseCo LLC	DBSI Cottonwood Plaza Development LLC
DBSI Gadd Crossing LeaseCo LLC	DBSI Securities Corporation	DBSI Draper Technology 21 LLC
DBSI Ghent Road LeaseCo LLC	DBSI Sherwood Plaza LeaseCo LLC	DBSI Escala LLC
DBSI Grant Street Portfolio LeaseCo LLC	DBSI Shoppes at Misty Meadows LeaseCo LLC	DBSI Short-Term Development Fund LLC
DBSI Green Street Commons LeaseCo LLC	DBSI Shoppes at Trammel LeaseCo LLC	DBSI Telecom Office LLC
DBSI Guaranteed Capital Corporation	DBSI Signature Place LeaseCo LLC	One Executive Tower LLC (filed on 11/6/08; assigned to the Honorable Peter J. Walsh)
DBSI Hampton LeaseCo LLC	DBSI Silver Lakes LeaseCo LLC	
DBSI Hickory Plaza LeaseCo LLC	DBSI South 75 Center LeaseCo LLC	

¹ To the extent there is a discrepancy between the entities listed herein and the actual filing of a voluntary petition, the filing or non-filing of a voluntary petition shall control.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

DBSI, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. _____

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING
LARGEST 50 UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). This list of creditors holding the fifty (50) largest unsecured claims (the “Top 50 List”) has been prepared, on a consolidated basis, from the Debtors’ books and records as of November 7, 2008.

The Top 50 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of an “insider” set forth in section 101(31) of the Bankruptcy Code; or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims.

The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization and/or amount of any claim.

¹ The last four digits of DBSI Inc.’s federal tax identification number are 5037. The mailing address for DBSI Inc. is 12426 West Explorer Drive, Suite 220, Boise, Idaho 83713. Due to the large number of Debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers and their addresses is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed noticing and claims agent at www.kccllc.net/dbsi, or by contacting the proposed undersigned counsel for the Debtors.

Name of creditor		Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
1.	Ms. Ellen Kwiatkowski-Schwinge	402 Kilarney Pass Mundeleim, IL 60060	TIC investment		\$26,743,328.00
2.	Mr. Michael Kanoff	3500 Flamingo Drive Miami Beach, FL 33140	TIC investment		\$18,696,689.00
3.	Mr. Harold Rubin	100 North Street Teterboro, NJ 07608	TIC investment		\$17,854,893.00
4.	Mr. Darrell Chadola	140 West Hawthorne Street Fallbrook, CA 92028	TIC investment		\$15,500,000.00
5.	Mr. Bill Ramsey	P.O. Box 690 Salinas, CA 93902	TIC investment		\$14,608,484.40
6.	Mr. Frederick Nicholas	3844 Culver Center Street Suite B Culver City, CA 90232	TIC investment		\$14,250,863.00
7.	Mr. Peter Evans	17046 Marina Bay Drive Huntington Beach, CA 92649	TIC investment		\$7,317,633.15
8.	Mr. Jeffrey Johnston	1751 Wst Citracado Parkway Clubhouse Escondido, CA 92029	TIC investment		\$7,200,000.00
9.	Mr. Yim Chow	702 Los Pinos Avenue Milpitas, CA 95035	TIC investment		\$6,191,068.97
10.	Ms. Phyllis Chu	3020 Gough Street San Francisco, CA 94123	TIC investment		\$5,875,000.00
11.	Ms. Elizabeth Noonan	316 Chapin Lane Burlingame, CA 94010	TIC investment		\$5,395,000.00
12.	Mr. John Roeder	P.O. Box 23490 San Jose, CA 95153	TIC investment		\$5,375,848.00

² As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

Name of creditor		Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
13.	Mr. Jim Nicholas	385 Hilcrest Road Englewood, NJ 07632	TIC investment		\$5,325,000.00
14.	Mr. Robert Markstein	696 San Ramon Valley Boulevard, #347 Danville, CA 94526	TIC investment		\$5,220,000.00
15.	Mr. Robert Angelo	33316 S.E. 34th Street Washougal, WA 98671	TIC investment		\$4,542,500.00
16.	Mr. Henry Vara	16960 Bohlman Road Saratoga, CA 95070	TIC investment		\$4,509,982.25
17.	Mr. Alan Destefani	P.O. Box 20968 Bakersfield, CA 93390	TIC investment		\$4,500,000.00
18.	Mr. Kevin Pascoe	9400 Etchart Road Bakersfield, CA 93314	TIC investment		\$4,476,000.00
19.	Ms. Martha Walker	863 S. Bates Street Birmingham, AL 48009	TIC investment		\$4,324,349.14
20.	Ms. Tina Bernard	19336 Collier Street Tarzana, CA 91356	TIC investment		\$4,277,596.51
21.	Mr. Paul Wendland	1034 N. Datepalm Drive Gilbert, AZ 85234	TIC investment		\$4,208,999.99
22.	Mr. William Marvel	492 Escondido Circle Grand Junction, CO 81503	TIC investment		\$3,579,289.75
23.	Mr. James Fritts	309 W. Washington Street Charlestown, WV 25414	TIC investment		\$3,424,900.00
24.	Ms. Joanne Kresse	5100 Figueroa Mountain Road Los Olivios, CA 93441	TIC investment		\$3,410,909.00
25.	Mr. John Baklayan	16105 Whitecap Lane Huntington Beach, CA 92649	TIC investment		\$3,400,000.00

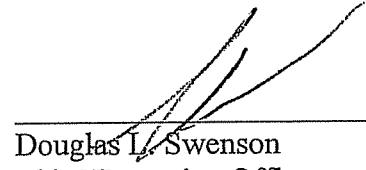
Name of creditor		Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
26.	Mr. Robert Rifkin	697 Red Arrow Trail Palm Desert, CA 92211	TIC investment		\$3,360,000.00
27.	Mr. Gerald Keller	12-161 Saint Andrews Drive Rancho Mirage, CA 92270	TIC investment		\$3,200,783.00
28.	Ms. Kristi Wells	2860 Old Quarry Road West Point, IA 92656	TIC investment		\$3,120,000.00
29.	Mr. Michael Cooper	6465 S. 3000 E Suite 204 Salt Lake City, UT 84121	TIC investment		\$3,000,000.00
30.	Ms. Gladys Esponda	P.O. Box 609 Buffalo, NY 82834	TIC investment		\$3,000,000.00
31.	Mr. Arthur Hossenlopp	228 18th Street Ft. Madison, IA 52627	TIC investment		\$3,000,000.00
32.	Mr. Richard Newman	13679 Orchard Gate Road Poway, CA 92064	TIC investment		\$3,000,000.00
33.	Mr. Bernard Posner	6222 Primrose Avenue Los Angeles, CA 90068	TIC investment		\$3,000,000.00
34.	Mr. Kent Schroeder	5697 McIntyre Street Golden, CO 80403	TIC investment		\$3,000,000.00
35.	Mr. Bernhard Ineichen	650 South Avenue, B122 Yuma, AZ 85346	TIC investment		\$2,900,000.00
36.	Mr. Alan Sacks	5 Horizon Road, #1407 Fort Lee, NJ 07024	TIC investment		\$2,900,000.00
37.	Mr. Joseph Stokley	P.O. Box 1231 Bethel Island, CA 94511	TIC investment		\$2,843,461.39
38.	Ms. JoAnn Pickett	3769 E. 135th Drive Thornton, CO 80241	TIC investment		\$2,800,000.00
39.	Mr. Bill Hall	P.O. Box 16172 Lubbock, TX 79490	TIC investment		\$2,740,593.64

Name of creditor		Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff ²	Amount of claim (if secured also state value of security)
40.	Mr. Max Buchmann	14464 Rand Rail Drive El Cajon, CA 92021	TIC investment		\$2,716,185.97
41.	Mr. Brian Schuck	700 Maldonado Pensacola Beach, FL 32561	TIC investment		\$2,701,027.00
42.	Mr. James Jensen	2125 Cypress Point Discovery Bay, CA 94505	TIC investment		\$2,616,648.89
43.	Mr. Robert Etzel	2623 Avenue H Ft. Madison, IA 52627	TIC investment		\$2,600,000.00
44.	Mr. Theodore Mintz	751 Georgia Trail Lincolnton, NC 28092	TIC investment		\$2,554,458.00
45.	Ms. Joyce Jongsma	2012 E. Burrville Road Crete, IL 60417	TIC investment		\$2,540,000.00
46.	Mr. Kent Wright	2115 Marwood Circle Salt Lake City, UT 84124	TIC investment		\$2,488,694.83
47.	Mr. James Veugeler	c/o George E. Veugeler Material Recovery Corp. 820 E. Terra Cotta Ave. Unit 116 Crystal Lake, IL 60014	TIC investment		\$2,442,397.95
48.	Mr. Virgil Gentzler	2707 Bressi Ranch Way Carlsbad, CA 92009	TIC investment		\$2,427,301.71
49.	Ms. Karen Hughes	1050 The Old Drive Pebble Beach, CA 93953	TIC investment		\$2,417,886.00
50.	Mr. Robert Goldberg	PO Box 8807 Boise, ID 83707	TIC investment		\$2,407,915.00

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED LIST
OF CREDITORS HOLDING THE 50 LARGEST UNSECURED CLAIMS**

I, Douglas L. Swenson, Chief Executive Officer and President of DBSI Inc., an Idaho corporation, and the entity named as the debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: November 10, 2008



Douglas L. Swenson
Chief Executive Officer and President
DBSI Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

DBSI, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. _____

Joint Administration Requested

**DEBTORS' OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1), 1007(a)(3)
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors") state as follows:

1. Debtor² DBSI 2007 Land Improvement & Development Fund LLC owns 100% of the outstanding interests of each of the following Debtors: DBSI Alma/121 Office Commons LLC; DBSI Draper Technology 21 LLC; DBSI Escala LLC; and DBSI Telecom Office LLC.
2. Debtor DBSI Asset Management LLC owns 100% of the outstanding voting interests of Debtor DBSI 2008 Land Option Fund LLC.

¹ The last four digits of DBSI Inc.'s federal tax identification number are 5037. The mailing address for DBSI Inc. is 12426 West Explorer Drive, Suite 220, Boise, Idaho 83713. Due to the large number of Debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers and their addresses is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed noticing and claims agent at www.kccllc.net/dbsi, or by contacting the proposed undersigned counsel for the Debtors.

² The characterization herein of a particular entity as a "non-Debtor" or "Debtor" is intended to be used for reference purposes only and is not controlling as to whether that particular entity has in fact filed a voluntary petition with this Court.

3. Debtor DBSI Development Services LLC owns 100% of the outstanding voting interests of Debtors DBSI 2007 Land Improvement & Development Fund LLC and DBSI Short-Term Development Fund LLC.

4. Debtor DBSI Inc. owns 100% of the outstanding interests of each of the following Debtors:

DBSI 12 South Place LeaseCo LLC	DBSI Lifestyle Center LeaseCo LLC
DBSI 13000 Weston Parkway LeaseCo LLC	DBSI Lincoln Park 10 LeaseCo LLC
DBSI 14001 Weston Parkway LeaseCo LLC	DBSI Mansell Forest LeaseCo LLC
DBSI 2001A Funding Corporation	DBSI Mansell Place LeaseCo LLC
DBSI 2001B Funding Corporation	DBSI Master Leaseco, Inc.
DBSI 2001C Funding Corporation	DBSI Meadow Chase Apartments LeaseCo LLC
DBSI 2005 Secured Notes Corporation	DBSI Megan Crossings LeaseCo LLC
DBSI 2006 Secured Notes Corporation	DBSI Metropolitan Square LeaseCo LLC
DBSI 2008 Notes Corporation	DBSI Missouri LeaseCo LLC
DBSI 2nd Street Quad LeaseCo LLC	DBSI Network LeaseCo LLC
DBSI 700 Locust LeaseCo LLC	DBSI North Logan Retail Center LeaseCo LLC
DBSI Abbotts Bridge LeaseCo LLC	DBSI North Park LeaseCo LLC
DBSI Academy Park Loop LeaseCo LLC	DBSI Northgate LeaseCo LLC
DBSI Allison Pointe LeaseCo LLC	DBSI Northlite Commons II LeaseCo LLC
DBSI Amarillo Apartments LeaseCo LLC	DBSI Northpark Ridgeland LeaseCo LLC
DBSI Anna Plaza LeaseCo LLC	DBSI Northridge LeaseCo LLC
DBSI Arlington Town Square LeaseCo LLC	DBSI Old National Town Center LeaseCo LLC
DBSI Arrowhead LeaseCo LLC	DBSI One Executive Center LeaseCo LLC
DBSI Asset Management LLC	DBSI One Hanover LeaseCo LLC
DBSI Avenues North Center LeaseCo LLC	DBSI Park Creek-Gainesville LeaseCo LLC
DBSI Bandera Trails LeaseCo LLC	DBSI Parkway III LeaseCo LLC
DBSI Battlefield Station LeaseCo LLC	DBSI Phoenix Peak LeaseCo LLC
DBSI Breckinridge LeaseCo LLC	DBSI Plano Tech Center LeaseCo LLC
DBSI Brendan Way LeaseCo LLC	DBSI Properties Inc.
DBSI Brookfield Pelham LeaseCo LLC	DBSI Real Estate Funding Corporation
DBSI Cambridge Place LeaseCo LLC	DBSI Realty Inc.
DBSI Carolina Commons LeaseCo LLC	DBSI Republic LeaseCo LLC
DBSI Cedar East and Cypress LeaseCo LLC	DBSI Road 68 Retail Center LeaseCo LLC
DBSI Clear Creek Square LeaseCo LLC	DBSI Sam Houston Tech Center LeaseCo LLC
DBSI Copperfield Timbercreek LeaseCo LLC	DBSI Sapphire Pointe LeaseCo LLC
DBSI Corporate Center II LeaseCo LLC	DBSI Sherwood Plaza LeaseCo LLC
DBSI Corporate Woods LeaseCo LLC	DBSI Shoppes at Misty Meadows LeaseCo LLC
DBSI CP Clearwater LeaseCo LLC	DBSI Shoppes at Trammel LLC
DBSI CP Ironwood LeaseCo LLC	DBSI Signature Place LeaseCo LLC
DBSI Cranberry LeaseCo LLC	DBSI South 75 Center LeaseCo LLC
DBSI Cross Pointe LeaseCo LLC	DBSI Southport Pavilion LeaseCo LLC
DBSI Crosstown Woods LeaseCo LLC	DBSI Spalding Triangle LeaseCo LLC
DBSI Daniel Burnham LeaseCo LLC	DBSI Spring Valley Road LeaseCo LLC

DBSI Decatur LeaseCo LLC	DBSI ST Tower LeaseCo LLC
DBSI Draper LeaseCo LLC	DBSI St. Andrews Place LeaseCo LLC
DBSI Eagles Landing LeaseCo LLC	DBSI Stone Glen Village LeaseCo LLC
DBSI Embassy Tower LeaseCo LLC	DBSI Stony Brook South LeaseCo LLC
DBSI Executive Dr LeaseCo LLC	DBSI Streetside at Towne Lake LeaseCo LLC
DBSI Executive Park LeaseCo LLC	DBSI Topsham Fair Mall LeaseCo LLC
DBSI Executive Plaza LeaseCo LLC	DBSI Torrey Chase LeaseCo LLC
DBSI Fairway LeaseCo LLC	DBSI Treasure Valley Business Center LeaseCo LLC
DBSI Gadd Crossing LeaseCo LLC	DBSI Trinity Ridge Business Center LeaseCo LLC
DBSI Ghent Road LeaseCo LLC	DBSI Two Notch Rd. LeaseCo LLC
DBSI Grant Street Portfolio LeaseCo LLC	DBSI University Park LeaseCo LLC
DBSI Guaranteed Capital Corporation	DBSI Vantage Drive LeaseCo LLC
DBSI Hampton LeaseCo LLC	DBSI Watkins LeaseCo LLC
DBSI Hickory Plaza LeaseCo LLC	DBSI West Oaks Square LeaseCo LLC
DBSI Highlands & Southcreek LeaseCo LLC	DBSI Wilson Estates LeaseCo LLC
DBSI Kemper Pointe LeaseCo LLC	DBSI Winchester Office LeaseCo LLC
DBSI Kenwood Center LeaseCo LLC	DBSI Windcom Court LeaseCo LLC
DBSI Keystone Commerce LeaseCo LLC	DBSI Wisdom Pointe LeaseCo LLC
DBSI Lake Ellenor LeaseCo LLC	DBSI Woodlands Medical Office I LeaseCo LLC
DBSI Lake Natoma LeaseCo LLC	DBSI Woodside Center LeaseCo LLC
DBSI Lamar LeaseCo LLC	Spectrus Real Estate Inc.

5. Debtor DBSI Land Development LLC owns 100% of the outstanding voting interests of Debtor DBSI 2006 Land Opportunity Fund LLC.

6. Debtor DBSI Master Leaseco, Inc. owns 100% of the outstanding interests of each of the following Debtors:

DBSI Belton Town Center LeaseCo LLC	DBSI Peachtree Corners Pavilion LeaseCo LLC
DBSI Fairlane Green LeaseCo LLC	DBSI Pinehurst Square East LeaseCo LLC
DBSI Florissant Market Place LeaseCo LLC	DBSI Pinehurst Square West LeaseCo LLC
DBSI Green Street Commons Leaseco LLC	DBSI Portofino Tech Center LeaseCo LLC
DBSI Houston Levee Galleria Leaseco LLC	DBSI Shoppes at Trammel LeaseCo LLC
DBSI Landmark Towers Leaseco LLC	DBSI Silver Lakes Leaseco LLC
DBSI North Stafford LeaseCo LLC	DBSI Springville Corner Leaseco LLC
DBSI Oakwood Plaza LeaseCo LLC	

7. Debtor DBSI Realty Inc. owns 100% of the outstanding interests of Debtor DBSI-Discovery Real Estate Services LLC.

8. Debtor DBSI Short-Term Development Fund LLC owns 100% of the outstanding interests of Debtor DBSI Cottonwood Plaza Development LLC.

9. Debtor Spectrus Real Estate Inc. owns 100% of the outstanding interests of Debtor FOR 1031 LLC.

10. Debtor DBSI Inc.'s outstanding interests are owned by the following:

Equity Holder	Address	Percentage Interest
Douglas L. Swenson	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	90.14%
Charles Hassard	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	4.06%
John Mayeron	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	4.06%
Thomas Var Reeve	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	1.24%
Gary Bringhurst	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	0.50%

11. Debtor DBSI Securities Corporation's outstanding interests are owned by the following:

Equity Holder	Address	Percentage Interest
Douglas L. Swenson	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	88.24%
Charles Hassard	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	5.88%
John Mayeron	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	5.88%


12. Debtor DCJ Inc.'s outstanding interests are owned by the following:

<u>Equity Holder</u>	<u>Address</u>	<u>Percentage Interest</u>
Douglas L. Swenson	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	88.24%
Charles Hassard	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	5.88%
John Mayeron	12426 West Explorer Drive Suite 220 Boise, Idaho 83713	5.88%

**DECLARATION CONCERNING DEBTORS' OWNERSHIP STATEMENT PURSUANT
TO RULES 1007(a)(1), 1007(a)(3) AND 7007.1 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Douglas L. Swenson, Chief Executive Officer and President of DBSI Inc., an Idaho corporation, and the entity named as the debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Debtors' Ownership Statement Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: November 10, 2008



Douglas L. Swenson
Chief Executive Officer and President
DBSI Inc.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
DBSI INC.**

WHEREAS, the board of directors (the "Board") of DBSI Inc. (the "Company"), an Idaho corporation, has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, the real estate investment industry and credit market conditions; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the "Petition") be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that Douglas L. Swenson and any officer of the Company designated by Douglas L. Swenson (collectively, the "Designated Persons"), be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel and to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the bankruptcy case; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that the law firm of Foley & Lardner (“Foley”) be, and hereby is, authorized and empowered to represent the Company, as special counsel in connection with entity governance and securities law issues and related matters in connection with any case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of Foley; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC (“KCC”) be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the bankruptcy case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of KCC; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, to the extent authorized by the Board of Directors, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens mortgages on, or security interest in, all or any portion of the Company’s assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other

agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

SECRETARIAL CERTIFICATE

The undersigned, Secretary of DBSI Inc. (the "Company"), an Idaho corporation, hereby certifies as follows:

1. I am duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true and complete copy of the Resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on November __, 2008, by vote of the directors, in accordance with the bylaws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board of Directors of the Company relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the _____ day of November, 2008.


Name: _____