

**United States Bankruptcy Court
District of Delaware**

Name of Debtor (if individual, enter Last, First, Middle): WL Homes LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba John Laing Homes; John Laing Homes Luxury; Laing Luxury Homes; John Laing Urban; and Laing Urban	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 33-0796595	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 19520 Jamboree Road Suite 500 Irvine, CA	Street Address of Joint Debtor (No. and Street, City, and State):
County of Residence or of the Principal Place of Business: Orange	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box.)</p> <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.)	<p>Nature of Business (Check one box.)</p> <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	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <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
<p>Tax-Exempt Entity (Check box, if applicable.)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p>Nature of Debts (Check one box.)</p> <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

<p>Filing Fee (Check one box.)</p> <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.	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <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). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000. <p>Check all applicable boxes:</p> <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).
--	--

<p>Statistical/Administrative Information</p> <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.	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input checked="" type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
<p>Estimated Assets</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 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 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 checked="" type="checkbox"/> More than \$1 billion	
<p>Estimated Liabilities</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 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 type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" 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): WL Homes LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
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 Rider A attached hereto	Case Number:	Date Filed: concurrently	
District: Delaware	Relationship: Affiliate	Judge:	
<p style="text-align: center;">Exhibit A</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 style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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). X _____ Signature of Attorney for Debtor(s) (Date)		
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.			
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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.)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

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

Name of Debtor(s):
WL Homes LLC

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.)

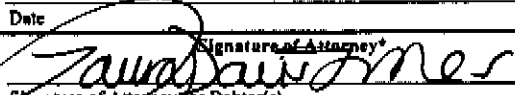
I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

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

X 
Signature of Attorney for Debtor(s)
Laura Davis Jones, Esquire (No. 2436)
Printed Name of Attorney for Debtor(s)
Pachulski Stang Ziehl & Jones LLP
Firm Name
919 N. Market Street
Address
17th Floor
Wilmington, DE 19801
302/ 652-4100
Telephone Number
February 19, 2009
Date

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

*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 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
Bradley D. Sharp
Printed Name of Authorized Individual
Chief Restructuring Officer
Title of Authorized Individual
February 19, 2009
Date

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.

RIDER A TO VOLUNTARY PETITION

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: JLH Realty & Construction, Inc.	Case Number:	Date Filed: concurrently
District: Delaware	Relationship: Affiliate	Judge:
Name of Debtor: JLH Arizona Construction, LLC	Case Number:	Date Filed: concurrently
District: Delaware	Relationship: Affiliate	Judge:
Name of Debtor: WL Texas LP	Case Number:	Date Filed: concurrently
District: Delaware	Relationship: Affiliate	Judge:
Name of Debtor: WL Homes Texas LLC	Case Number:	Date Filed: concurrently
District: Delaware	Relationship: Affiliate	Judge:
Name of Debtor: Laing Texas LLC	Case Number:	Date Filed: concurrently
District: Delaware	Relationship: Affiliate	Judge:

**WRITTEN CONSENT OF THE BOARD OF MANAGERS OF
WL HOMES LLC**

As of this 18th day of February 2009, the undersigned being all the members of the Board of Managers (the "Board") of WL HOMES LLC, a Delaware limited liability company (the "Company"), hereby adopt, by this written consent ("Written Consent"), the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board and direct that this Written Consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board has considered the financial and operational conditions of the Company's business;

WHEREAS, the Board has reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them, and the impact of the foregoing on the Company's business; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

RESOLVED, THEREFORE, that in the business judgment of the Board after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, it is in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware; and it is

FURTHER RESOLVED that the officers of the Company (the "Officers") be, and they hereby are, 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 necessary or proper to obtain such relief under the Bankruptcy Code; and that any such actions heretofore taken by the Officers on behalf of the Company are hereby ratified, approved, and confirmed; and it is

FURTHER RESOLVED that the following employees of Development Specialists, Inc. are appointed as Officers of the Company as follows: Bradley D. Sharp as Chief Restructuring Officer; Clare M. Pierce as Vice President of Corporate Recovery; and Josue Antonio Prada as Assistant Vice President of Corporate Recovery, to represent the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations under the Bankruptcy Code and are hereby authorized to make decisions with respect to all aspects of the management and operation of the Company's business including, without limitation, organization, human resources, marketing, sales, logistics, finance, administration, oversight, of the prosecution of the Company's bankruptcy case, including, but not limited to, bankruptcy-related reporting requirements, filing of Statement of Financial Affairs, Schedule of Assets and Liabilities, a chapter 11 plan and related disclosure statement,

claims management, managing outside professionals, in such manner as deemed necessary or appropriate; and it is

FURTHER RESOLVED that the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Pachulski Stang Ziehl & Jones LLP ("PSZJ") as bankruptcy counsel to represent the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed an appropriate application with the bankruptcy court for authority to retain the services of PSZJ; and it is

FURTHER RESOLVED that the Officers of the Company be, and hereby are, authorized and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, including Omni Management Group as the Company's claims agent; and it is

FURTHER RESOLVED that the Officers of the Company be, and they hereby are, authorized and directed, to the extent necessary, to obtain post-petition financing according to the terms negotiated, or to be negotiated, by the management of the Company; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute any appropriate loan agreements and related ancillary documents including the granting of security interests in certain assets of the Company in connection therewith; and it is

FURTHER RESOLVED that in the judgment of the Board it is desirable and in the best interests of the Company that the Company continue, exit or sell projects as identified by the Officers of the Company; and to the extent that projects have been identified for sale, that the Officers of the Company are authorized to sell certain projects either as going concern or on individualized basis, so as to maximize the value for such assets, and, therefore, the Officers of the Company be, and they hereby are, hereby authorized to enter into any asset purchase agreement(s) necessary to effectuate such sale(s), and the Officers of the Company are further authorized to file a motion to approve such sale(s) and for any related relief, subject to court approval in the Company's chapter 11 case; and it is

FURTHER RESOLVED that the Officers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is

FURTHER RESOLVED that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company,

which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent on
February 18, 2009.




Robert Booth

CERTIFICATE OF OFFICER

I, the undersigned, Chief Executive Officer of WL HOMES LLC, a Delaware liability company (the "Company"), certify that:

The above is a correct copy of resolutions adopted by the Board of Managers of the Company. These resolutions have not been revoked modified, amended, or rescinded and are still in effect.

In Witness Whereof, I have signed this Certificate on the 18th day of February 2009.



Robert Booth

United States Bankruptcy Court
District of Delaware

In re WL Homes LLC
 Debtors

Case No.
 Chapter 11

CONSOLIDATED LIST OF CREDITORS HOLDING 35 LARGEST UNSECURED CLAIMS

Following is the consolidated list of the Debtors' creditors holding the 35 largest unsecured claims.¹ The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 35 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Lawrence Webb* 96 Archipelago Drive Newport Coast, CA 92657	Lawrence Webb c/o Howard C. Hay, Esq. Paul Hastings LLP 695 Towne Center Dr. 17th Flr. Costa Mesa, CA 92626 Tel: 714-668-6266 Fax: 714-979-1921	Employee-related Obligation		1,200,000.00
Van Dyk Construction, Inc. 12905 Division Street Unit A Littleton, CO 80125	Van Dyk Construction, Inc. 12905 Division Street Unit A Littleton, CO 80125 Tel: 303-791-0809 Fax: 303-791-3761	Trade Debt		331,627.06
Roddan Paolucci 2516 Via Tejon, Suite 114 Palos Verdes Estates, CA 90274	Roddan Paolucci 2516 Via Tejon, Suite 114 Palos Verdes Estates, CA 90274 Tel: 949-265-2400 Fax: 949-265-2597	Vendor Debt		319,739.91

¹ The information contained herein is as of February 9, 2009.

* Former Employee of the Debtors.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
John Mecklenburg * P.O. Box 9207 Rancho Santa Fe, CA 92067	John Mecklenburg P.O. Box 9207 Rancho Santa Fe, CA 92067 Tel: 858-756-2072 Fax:	Employee-related Obligation		262,287.20
Earthworks Soil Amendments, Inc 1725 Agua Mansa Road Riverside, CA 92509	Earthworks Soil Amendments, Inc 1725 Agua Mansa Road Riverside, CA 92509 Tel: 951-782-0260 Fax: 951-782-0268	Vendor Debt		257,378.15
Jim Lemming * 210 Park Laureate Dr. Houston, TX 77024	Jim Lemming 210 Park Laureate Dr. Houston, TX 77024 Tel: 832-426-4881 Fax:	Employee-related Obligation		250,000.00
Weber Construction, Inc. P.O. Box 76899 Colorado Springs, CO 80970	Weber Construction, Inc. P.O. Box 76899 Colorado Springs, CO 80970 Tel: 719-495-2665 Fax: 719-495-1250	Trade Debt		248,339.97
Ceramic Tile Art, Inc. 7133 Owensmouth Avenue Canoga Park, CA 91303	Ceramic Tile Art, Inc. 7133 Owensmouth Avenue Canoga Park, CA 91303 Tel: 818-992-0177 Fax: 818-992-4171	Trade Debt		230,009.05
Park Vista Builders, LLC 445C E. Cheyenne Mountain Blvd.#222 Colorado Springs, CO 80906	Park Vista Builders, LLC 445C E. Chcyenne Mountain Blvd.#222 Colorado Springs, CO 80906 Tel: 719-491-6711 Fax: 719-579-7508	Trade Debt		218,243.34
HNR Framing System 340 Rancheros Dr, Ste 172 San Marcos, CA 92069	HNR Framing System 340 Rancheros Dr, Ste 172 San Marcos, CA 92069 Tel: 760-736-8316 Fax: 760-736-0043	Trade Debt		218,135.60
Newmeyer & Dillion LLP 895 Dove St 5th Fl Newport Beach, CA 92660	Newmeyer & Dillion LLP 895 Dove St 5th Fl Newport Beach, CA 92660 Tel: 949-854-7000 Fax: 949-854-7099	Vendor Debt		214,281.57

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Van Elk, Ltd 3312 Floyd Terrace Los Angeles, CA 90068	Van Elk, Ltd 3312 Floyd Terrace Los Angeles, CA 90068 Tel: 323/850-7751 Fax: 323/850-7671	Trade Debt		197,921.49
MBC Construction, Inc. 3500-b W. Lake Center Drive, Suite Santa Ana, CA 92704	MBC Construction, Inc. 3500-b W. Lake Center Drive, Suite Santa Ana, CA 92704 Tel: 714-437-0802 Fax: 714-546-7464	Trade Debt		195,580.75
Rocky Mountain Drywall, Inc. 597 Olathe St Aurora, CO 80011	Rocky Mountain Drywall, Inc. 597 Olathe St Aurora, CO 80011 Tel: 303-341-6360 Fax: 303-341-6440	Trade Debt		187,580.96
Capital Drywall LP 1341 W Arrow Hwy San Dimas, CA 91773	Capital Drywall LP 1341 W Arrow Hwy San Dimas, CA 91773 Tel: 909-599-6729 Fax: 909-599-5052	Trade Debt		186,718.40
Scrimsher Construction- Development 8 Andromeda Isle Ladera Ranch, CA 92694	Scrimsher Construction- Development 8 Andromeda Isle Ladera Ranch, CA 92694 Tel: 949-350-4885 Fax: 949-215-9852	Trade Debt		186,259.63
KTGY Group, Inc. 17992 Mitchell South Irvine, CA 92614	KTGY Group, Inc. 17992 Mitchell South Irvine, CA 92614 Tel: 949-851-2133 Fax: 949-851-5156	Vendor Debt		183,554.61
Pacific Masonry Walls, Inc. 1007 West Grove Avenue, Suite J Orange, CA 92865	Pacific Masonry Walls, Inc. 1007 West Grove Avenue, Suite J Orange, CA 92865 Tel: 714/282-0222 Fax: 714/282-0212	Trade Debt		177,325.72
Solera Homes, Inc. 4470 Seton Pl Colorado Springs, CO 80918	Solera Homes, Inc. 4470 Seton Pl Colorado Springs, CO 80918 Tel:	Trade Debt		170,000.00

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Robert Hidey Architects 7585 Irvine Center Dr Ste 200 Irvine, CA 92618	Robert Hidey Architects 7585 Irvine Center Dr Ste 200 Irvine, CA 92618 Tel: 949-655-1550 Fax: 949-655-1559	Vendor Debt		168,125.99
E.B.S. Inc. Elite Bobcat Services, 1320 E. Sixth St., Suite 100 Corona, CA 92879	E.B.S. Inc. Elite Bobcat Services, 1320 E. Sixth St., Suite 100 Corona, CA 92879 Tel: 951-279-6869 Fax: 951-279-6832	Trade Debt		164,672.45
Smilanic Construction & Design 10230 S. Progree Way, Suite A Parker, CO 80134	Smilanic Construction & Design 10230 S. Progree Way, Suite A Parker, CO 80134 Tel: 303-663-2718 Fax: 303-663-2721	Trade Debt		162,007.08
Elite Tile 2850 Camino Diablo Walnut Creek, CA 94597	Elite Tile 2850 Camino Diablo Walnut Creek, CA 94597 Tel: 925-932-4101 Fax: 925-945-2744	Trade Debt		153,088.31
City of Fremont 39950 Liberty St Fremont, CA 94537-5006	City of Fremont 39950 Liberty St Fremont, CA 94537-5006 Tel: 510-494-4460 Fax: 510-284-4031	Government Contract		152,719.23
Creative Touch Interiors 2001 Opportunity Drive Roseville, CA 95678	Creative Touch Interiors 2001 Opportunity Drive Roseville, CA 95678 Tel: 916 783 4800 Fax: 916 677 5627	Vendor Debt		151,689.80
East Bay Construction Company, Inc. 6336 Patterson Pass Road, Suite H Livermore, CA 94550	East Bay Construction Company, Inc. 6336 Patterson Pass Road, Suite H Livermore, CA 94550 Tel: 925-243-0288 Fax: 925-243-0888	Trade Debt		146,217.71

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
SelectBuild Northern California, Inc 1855 N. 1st Street, Suite C Dixon, CA 95620	SelectBuild Northern California, Inc 1855 N. 1st Street, Suite C Dixon, CA 95620 Tel: 707-678-8600 Fax: 707-678-8602	Trade Debt		144,245.54
Proulx Company, Inc 13927 Paramount Blvd. Paramount, CA 90723	Proulx Company, Inc 13927 Paramount Blvd. Paramount, CA 90723 Tel: 562/630-8386 Fax: 562/630-8391	Trade Debt		143,793.00
Endrizzi Excavating, Inc. 12882 Lemonwood Lane Garden Grove, CA 92840-5521	Endrizzi Excavating, Inc. 12882 Lemonwood Lane Garden Grove, CA 92840-5521 Tel: 714 537-2601 Fax: 714/537-3210	Trade Debt		132,076.50
Plumbing Concepts, Inc. 22951 La Palma Avenue Yorba Linda, CA 92887	Plumbing Concepts, Inc. 22951 La Palma Avenue Yorba Linda, CA 92887 Tel: 714-692-3890 Fax: 714-692-8591	Trade Debt		131,594.68
Heart Wood MFG, Inc. 5860 Obata Way Gilroy, CA 95020	Heart Wood MFG, Inc. 5860 Obata Way Gilroy, CA 95020 Tel: 408-848-9750 Fax: 408-848-9740	Trade Debt		127,826.82
Citibank NA 3800 Citibank Center, Bldg B, 3rd F Tampa, FL 33610	Citibank NA 3800 Citibank Center, Bldg B, 3rd F Tampa, FL 33610 Tel: 866-497-9346 Fax: 813-649-8380	Vendor Debt		125,500.00
Slipform Concrete Co. 45003 40th Street East Lancaster, CA 93535	Slipform Concrete Co. 45003 40th Street East Lancaster, CA 93535 Tel: 661-946-1722 Fax: 661-946-0330	Trade Debt		122,527.77
JA Hill Corporation 13007 Los Nietos Rd Santa Fe Springs, CA 90670	JA Hill Corporation 13007 Los Nietos Rd Santa Fe Springs, CA 90670 Tel: 562-941-2539 Fax: 562-944-6047	Trade Debt		121,741.35

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Wood, Smith, Henning, & Bermann LLP 10960 Wilshire Blvd, 18 th Fl Los Angeles, CA 90024	Wood, Smith, Henning, & Bermann LLP 10960 Wilshire Blvd, 18 th Fl Los Angeles, CA 90024 Tel: 310-481-7600 Fax: 310-481-7650	Vendor Debt		118,137.58

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WL Homes LLC,

Debtor.

Chapter 11

Case No. 09-____ ()

**CERTIFICATION CONCERNING CONSOLIDATED LIST
OF CREDITORS HOLDING 35 LARGEST UNSECURED CLAIMS**

The debtor and debtor in possession (the "Debtor") in the above-captioned case hereby certifies under penalty of perjury that the *Consolidated List of Creditors Holding 35 Largest Unsecured Claims*, submitted herewith, is complete and to the best of the Debtor's knowledge correct and consistent with Debtor's books and records.

The information contained herein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Consolidated List of Creditors Holding 35 Largest Unsecured Claims* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any list claims; and/or (3) a waiver of any other right or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 18th day of February, 2009 at Irvine, California.



Bradley D. Sharp
Chief Restructuring Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WL Homes LLC, Debtor.	Chapter 11 Case No. 09- _____ ()
--	--

LIST OF EQUITY SECURITY HOLDERS

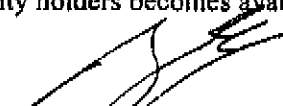
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
WL Investors LLC 19520 Jamboree Road Suite 500 Irvine, CA 92612		100%	1,000 Shares

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

I, Bradley D. Sharp, the Chief Restructuring Officer of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is complete and to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records and will be supplemented to the extent additional information regarding equity security holders becomes available.

Dated: February 19, 2009



Bradley D. Sharp
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

WL Homes LLC,

Debtor.

Chapter 11

Case No. 09-____ ()

STATEMENT OF CORPORATE OWNERSHIP

The following entity directly or indirectly owns 10% or more of any class of the above-captioned Debtor's equity interests:

Name: WL Investors LLC
Address: 19520 Jamboree Road
Suite 500
Irvine, CA 92612

- (Additional names are attached hereto)
- There are no entities that directly or indirectly own 10% or more of any class of the Debtor's equity interest.

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

Dated: February 19, 2009



Bradley D. Sharp
Chief Restructuring Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WL Homes LLC,

Debtor.

Chapter 11

Case No. 09-____ ()

**VERIFIED CONSOLIDATED LIST OF CREDITORS/MASTER MAILING
MATRIX OF WL HOMES LLC SUBMITTED IN ACCORDANCE
WITH FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007 AND LOCAL
BANKRUPTCY RULE 1007-2 FOR THE DISTRICT OF DELAWARE**

I, Bradley D. Sharp, Chief Restructuring Officer of WL Homes LLC, a Delaware limited liability company, named as the debtor in this case ("Debtor"), declare under penalty of perjury that I have read the attached *Consolidated List of Creditors/Master Mailing Matrix for WL Homes LLC* and that it is true and correct to the best of my knowledge, information and belief.

The information contained herein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations have been completed with regard to any claims (or possible claims) of any of the parties set forth in the *Consolidated List of Creditors/Master Mailing Matrix for WL Homes LLC* or as to any defenses (or possible defenses) thereto. Therefore, the listing does not and should not be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

Executed this 18th day of February, 2009 at Irvine, California.


Bradley D. Sharp
Chief Restructuring Officer