

United States Bankruptcy Court District of Delaware				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>Tahoe Club Company, LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See Attached Schedule 1</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>68-0465142</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>N/A</b>		
Street Address of Debtor (No. and Street, City, and State): <b>126 Riverfront Lane, 5th Floor, PO Drawer 2770 Avon, CO</b> <div style="text-align: right;">ZIP CODE <b>81620</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <b>N/A</b> <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Eagle County, CO</b>			County of Residence or of the Principal Place of Business: <b>N/A</b>		
Mailing Address of Debtor (if different from street address): <b>c/o Paul Hastings Janofsky &amp; Walker LLP Attn: Richard A. Chesley, Esq. 191 N. Wacker Dr., 30th Floor, Chicago, IL</b> <div style="text-align: right;">ZIP CODE <b>60606</b></div>			Mailing Address of Joint Debtor (if different from street address): <b>N/A</b> <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <b>Truckee, CA and Tahoe Vista, CA</b> <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (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.)		<b>Nature of Business</b> (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 <b>Resort Club</b>  <b>Tax-Exempt Entity</b> (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).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (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 house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (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.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <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).		
<b>Statistical/Administrative Information</b>  <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
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" 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 type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <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					
<b>Estimated Liabilities</b> <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 checked="" 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 type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Tahoe Club Company, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See attached Rider 1</b>	Case Number: <b>Pending</b>	Date Filed: <b>2/16/10</b>	
District: <b>District of Delaware</b>	Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>	
<b>Exhibit A</b>  (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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (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)	
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (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 checked="" 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div>			
<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(l)).			

B 1 (Official Form) 1 (1/08)

## Voluntary Petition

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

Name of Debtor(s):

Tahoe Club Company, 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 Attorney\*

X

Signature of Attorney for Debtor(s)

Printed Name of Attorney for Debtor(s)

Paul N. Heath

Firm Name

Richards, Layton &amp; Finger, P.A.

Address One Rodney Square

920 North King Street, Wilmington, DE 19801

(302) 651-7700

Telephone Number

2/16/10

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

Craig Ferarro

Printed Name of Authorized Individual

Authorized Officer

Title of Authorized Individual

2/16/10

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 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.

Schedule 1

Other Names used by the Debtor in the last 8 years: Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

## **RIDER I**

### **Pending Bankruptcy Cases Filed by the Debtor and Its Affiliates Each Concurrently Filed in the United States Bankruptcy Court for the District of Delaware**

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

1. East West Resort Development V, L.P., L.L.L.P., a Delaware limited partnership registered as a limited liability limited partnership<sup>1</sup>
2. NMP Holdings, LLC, a Delaware limited liability company
3. Northstar Mountain Properties, LLC, a Delaware limited liability company
4. Northstar Iron Horse, LLC, a Delaware limited liability company
5. Northstar Big Horn, LLC, a Delaware limited liability company
6. Northstar Village Townhomes, LLC, a Delaware limited liability company
7. Northstar Trailside Townhomes, LLC, a Delaware limited liability company
8. Old Greenwood, LLC, a Delaware limited liability company
9. Old Greenwood Realty, Inc, a California corporation
10. Gray's Station, LLC, a Delaware limited liability company
11. Tahoe Mountain Resorts, LLC, a Delaware limited liability company

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<sup>1</sup> East West Resort Development V, L.P., L.L.L.P. was the first of these affiliates to commence its chapter 11 case.

## SECRETARY'S CERTIFICATE

The undersigned, Craig Ferraro, Secretary of HF Holding Corp., a Colorado corporation ("HF Holding"), hereby certifies as follows:


(i) I am the duly qualified and elected Secretary of HF Holding, the general partner (the "General Partner") of East West Resort Development V, L.P., L.L.L.P. (the "Partnership"). As such, I have access to the records of the Partnership, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Partnership.

(ii) Attached hereto is a true, complete, and correct copy of the resolutions (the "Resolutions") of the Partnership, duly adopted as of the date thereof by written consent of the General Partner, in accordance with the applicable provisions of the Limited Partnership Agreement of the Partnership and applicable laws governing limited liability limited partnerships of the State of Delaware.

(iii) Such Resolutions have not been amended, altered, modified, annulled, rescinded, revoked or repealed in any respect and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Partnership relating to the matters set forth in the Resolutions attached hereto.

**[Remainder of Page Intentionally Left Blank -  
Signature Page to Follow]**

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 15th day of February, 2010.

  
\_\_\_\_\_  
Craig Ferraro, Secretary of HF Holding Corp.



**ACTION BY WRITTEN CONSENT  
OF THE GENERAL PARTNER OF  
EAST WEST RESORT DEVELOPMENT V, L.P., L.L.L.P  
IN LIEU OF MEETING**

The undersigned, being the general partner ("General Partner") of East West Resort Development V, L.P., L.L.L.P. ("EWRD V"), a Delaware limited partnership registered as a limited liability limited partnership (the "Partnership"), in lieu of holding a meeting, hereby takes the following actions and adopts the following resolutions by written consent pursuant to the applicable provisions of the Limited Partnership Agreement of the Partnership (the "Partnership Agreement") and applicable laws governing limited liability limited partnerships of the State of Delaware:

**Approval of East West Resort Development V, L.P., L.L.L.P. Petition for Bankruptcy**

WHEREAS, the General Partner deems it desirable and in the best interests of the Partnership, its creditors, partners and other interested parties that a voluntary petition (the "Petition") be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and the General Partner wishes to approve such action; and

WHEREAS, the General Partner deems it desirable and in the best interests of the Partnership, its creditors, partners and other interested parties that the Partnership enter into a debtor-in-possession financing agreement or guaranty the debtor-in-possession financing agreement of its subsidiaries and/or affiliates (the "DIP Facility") to maintain its business operations after the filing of its Petition, including, but not limited to the granting of a security interest in substantially all of the assets of the Partnership, and the General Partner wishes to approve such action;

THEREFORE, BE IT RESOLVED that in the judgment of the General Partner it is desirable and in the best interests of the Partnership, its creditors, partners and other interested parties that the Petition be filed with the Bankruptcy Court, and the filing of the Petition is authorized hereby; and it is further

RESOLVED that the law firm of Paul, Hastings, Janofsky & Walker LLP ("PHJW") shall be, and hereby is, employed as bankruptcy counsel for the Partnership under general retainer; and it is further

RESOLVED that the law firm of Richards, Layton & Finger, P.A. ("RLF") shall be, and hereby is, employed as local bankruptcy counsel for the Partnership under general retainer; and it is further

RESOLVED that Houlihan Lokey Howard & Zukin Capital, Inc. ("HLHZ") shall be, and hereby is, employed as financial advisor to the Partnership; and it is further



RESOLVED that the officers of the General Partner (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the General Partner as an authorized signatory in connection with the chapter 11 case of the Partnership; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Partnership, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they may deem necessary, proper or desirable in connection with the Petition, with a view to the successful prosecution thereunder; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Partnership, (i) to take or cause to be taken any and all actions, to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (ii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iii) to negotiate, enter into, execute, deliver and perform all other documents, agreements, certificates or instruments as they may deem necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, these resolutions, and the execution and delivery thereof by them to be conclusive evidence of such approval; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered to cause the Partnership, and such of their affiliates as they deem appropriate, to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in their judgment shall be necessary, proper, and desirable to (i) prosecute to a successful completion the Partnership's chapter 11 case and related obligations, including obligations related to organizational form and structure and ownership of the Partnership consistent with these resolutions and (ii) carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Partnership, to execute, verify and cause to be filed requests for approval from the Bankruptcy Court, which shall include some or all of the following requests (i) for authority to enter into the DIP Facility; (ii) for authority to retain PHJW as the Partnership's bankruptcy counsel; (iii) for authority to retain RLF as the Partnership's local bankruptcy counsel; (iv) for authority to retain HLHZ as the Partnership's financial advisor and (v) to obtain such other relief as is deemed necessary; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Partnership, to pay and direct the payment of all fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Partnership, by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted, and approved.

#### **Approval of Related Entities' Petitions for Bankruptcy**

WHEREAS, the Partnership is the sole manager ("Manager") of NMP Holdings, LLC, Tahoe Mountain Resorts, LLC, Tahoe Club Company, LLC, Gray's Station, LLC, and Old Greenwood, LLC, each a Delaware limited liability company (collectively, the "Related Entities"); and

WHEREAS, concurrently with the Partnership filing for relief under the Bankruptcy Code, each of the Related Entities intend to file Petitions (the "Related Entities' Petitions") under the Bankruptcy Code.

RESOLVED that the law firm of Paul, Hastings, Janofsky & Walker LLP ("PHJW") shall be, and hereby is, employed as bankruptcy counsel for the Related Entities under general retainer; and it is further

RESOLVED that the law firm of Richards, Layton & Finger, P.A. ("RLF") shall be, and hereby is, employed as local bankruptcy counsel for the Related Entities under general retainer; and it is further

RESOLVED that Houlihan Lokey Howard & Zukin Capital, Inc. ("HLHZ") shall be, and hereby is, employed as financial advisor to the Related Entities; and it is further

RESOLVED that the officers of the General Partner (as defined above) (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the Manager as an authorized signatory in connection with the chapter 11 cases of the Related Entities; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Related Entities, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they may deem necessary, proper or desirable

in connection with the Related Entities' Petitions, with a view to the successful prosecution thereunder; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Related Entities, (i) to take or cause to be taken any and all actions, to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (ii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iii) to negotiate, enter into, execute, deliver and perform all other documents, agreements, certificates or instruments as they may deem necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, these resolutions, and the execution and delivery thereof by them to be conclusive evidence of such approval; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered to cause the Related Entities, and such of their affiliates as they deem appropriate, to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in their judgment shall be necessary, proper, and desirable to (i) prosecute to a successful completion the Related Entities' chapter 11 cases and related obligations, including obligations related to organizational form and structure and ownership of the Related Entities consistent with these resolutions and (ii) carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Related Entities, to execute, verify and cause to be filed requests for approval from the Bankruptcy Court, which shall include some or all of the following requests (i) for authority to enter into the DIP Facility; (ii) for authority to retain PHJW as the Related Entities' bankruptcy counsel; (iii) for authority to retain RLF as the Related Entities' local bankruptcy counsel; (iv) for authority to retain HLHZ as the Related Entities' financial advisor and (v) to obtain such other relief as is deemed necessary; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Related Entities, to pay and direct the payment of all fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Related Entities, by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted, and approved.

This document may be executed in counterparts, each of which shall be an original, but all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Action By Written Consent effective as of February 15, 2010.

**GENERAL PARTNER:**

HF Holding Corp., a Colorado corporation

By: 

Name: Craig Ferraro

Title: Vice President, Secretary and Treasurer of HF Holding Corp.

**ACTION BY WRITTEN CONSENT  
OF THE SOLE MEMBER OF  
TAHOE CLUB COMPANY, LLC  
IN LIEU OF MEETING**

The undersigned, being the sole member and manager (the "Member") of TAHOE CLUB COMPANY, LLC, a Delaware limited liability company (the "Company"), in lieu of holding a meeting, hereby takes the following actions and adopts the following resolutions by written consent pursuant to the operating agreement of the Company and/or applicable laws governing limited liability companies of the State of Delaware:

**Approval of Tahoe Club Company, LLC, Petition for Bankruptcy**

WHEREAS, HF Holding Corp. ("HF Holding") is the general partner of East West Resort Development V, L.P., L.L.L.P., which in turn is the sole member and manager of Tahoe Club Company, LLC, a Delaware limited liability company; and

WHEREAS, the Member deems it desirable and in the best interests of the Company, its creditors and other interested parties that a voluntary petition (the "Petition") be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and the Member wishes to approve such action; and

WHEREAS, the Member deems it desirable and in the best interests of the Company, its creditors, partners and other interested parties that the Company enter into a debtor-in-possession financing agreement or guaranty the debtor-in-possession financing agreement of its affiliates (the "DIP Facility") to maintain its business operations after the filing of its Petition, including, but not limited to, the granting of a security interest in substantially all of the assets of the Company, and the Member wishes to approve such action;

THEREFORE, BE IT RESOLVED that in the judgment of the Member it is desirable and in the best interests of the Company, its creditors and other interested parties that the Petition be filed with the Bankruptcy Court, and the filing of the Petition is authorized hereby; and it is further

RESOLVED that the law firm of Paul, Hastings, Janofsky & Walker LLP ("PHJW") shall be, and hereby is, employed as bankruptcy counsel for the Company under general retainer; and it is further

RESOLVED that the law firm of Richards, Layton & Finger, P.A. ("RLF") shall be, and hereby is, employed as local bankruptcy counsel for the Company under general retainer; and it is further

RESOLVED that Houlihan Lokey Howard & Zukin Capital, Inc. ("HLHZ") shall be, and hereby is, employed as financial advisor to the Company; and it is further

RESOLVED that the officers of HF Holding (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the Member as an authorized signatory in connection with the chapter 11 case of the Company; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they may deem necessary, proper or desirable in connection with the Petition, with a view to the successful prosecution thereunder; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, (i) to take or cause to be taken any and all actions, to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (ii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iii) to negotiate, enter into, execute, deliver and perform all other documents, agreements, certificates or instruments as they may deem necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, these resolutions, and the execution and delivery thereof by them to be conclusive evidence of such approval; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered to cause the Company, and such of their affiliates as they deem appropriate, to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in their judgment shall be necessary, proper, and desirable to (i) prosecute to a successful completion the Company's chapter 11 case and related obligations, including obligations related to organizational form and structure and ownership of the Company consistent with these resolutions and (ii) carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and cause to be filed requests for approval from the Bankruptcy Court, which shall include some or

all of the following requests (i) for authority to enter into the DIP Facility; (ii) for authority to retain PHJW as the Company's bankruptcy counsel; (iii) for authority to retain RLF as the Company's local bankruptcy counsel; (iv) for authority to retain HLHZ as the Company's financial advisor and (v) to obtain such other relief as is deemed necessary; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to pay and direct the payment of all fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company, by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted, and approved.

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This document may be executed in counterparts, each of which shall be an original, but all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Member has executed this Action By Written Consent effective as of February 15, 2010.

**MEMBER:**

East West Resort Development V, L.P., L.L.L.P.,  
by HF Holding Corp., its general partner

By: 

Name: Craig Ferraro

Title: Vice President, Secretary and Treasurer of  
HF Holding Corp.

Amendment to the Operating Agreement of  
Tahoe Club Company, LLC

**AMENDMENT TO THE OPERATING AGREEMENT OF TAHOE CLUB COMPANY,  
LLC, a Delaware limited liability company**

This AMENDMENT TO THE OPERATING AGREEMENT OF TAHOE CLUB COMPANY, LLC (the "Amendment") is made and entered into effective as of February 15, 2010, by the undersigned, constituting the sole member and manager (the "Member") of Tahoe Club Company, LLC, a Delaware limited liability company (the "Company"). This Amendment is being entered into with reference to the following:

- A. The Member entered into that certain Operating Agreement of the Company dated as of December 4, 2000 (as subsequently supplemented and amended, the "Operating Agreement");
- B. Pursuant to Paragraph 27 of the Operating Agreement, dissolution of the Company will occur upon the written consent of the Member or as otherwise provided by law;
- C. Pursuant to section 18-304 of the Delaware Limited Liability Company Act (the "Act"), an event of bankruptcy causes an entity to cease to be a member of the Company;
- D. Pursuant to section 18-801(a)(4) of the Act, the Company dissolves at any time there are no members;
- D. Pursuant to that certain Action by Written Consent of the Sole Member of Tahoe Club Company, LLC, In Lieu of Meeting dated contemporaneously herewith, the Member authorized and directed the Company to file a voluntary petition (the "Petition") for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");
- F. In conjunction with the Company's Petition, East West Resort Development V, L.P., L.L.L.P. ("EWRD V"), the sole member and manager of the Company, intends to file a voluntary petition (the "EWRD V Petition") for relief under the Bankruptcy Code with the Bankruptcy Court on or before February 17, 2010;
- G. The EWRD V Petition would constitute a bankruptcy of EWRD V and an event of withdrawal of EWRD V as sole member pursuant to the Operating Agreement and applicable law; and
- H. The EWRD V Petition would cause there to be no members in the Company and the Company to dissolve pursuant to the Operating Agreement and applicable law.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Member hereby agrees as follows:

1. Notwithstanding Paragraph 27 of the Operating Agreement, the bankruptcy (as defined in the Act) of EWRD V shall not cause EWRD V to cease to be a member of the Company and, upon the occurrence of such an event, the Company shall continue without dissolution.

2. As amended hereby, the Operating Agreement remains in full force and effect.

3. This Amendment shall be governed by the laws of the State of Delaware, without regard to conflict of laws principles.

**[Remainder of Page Intentionally Left Blank –  
Signature Page to Follow]**

IN WITNESS WHEREOF, the undersigned has executed and delivered this Amendment to be effective as of the date first written above.

**MEMBER:**

East West Resort Development V, L.P., L.L.L.P.,  
by HF Holding Corp., its general partner

By: 

Name: Craig Ferraro

Title: Vice President, Secretary and Treasurer of  
HF Holding Corp.

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

	X	
In re	:	Chapter 11
	:	
Tahoe Club Company, LLC,	:	Case No. 10-_____ (____)
a Delaware limited liability company, <sup>1</sup>	:	
	:	(Joint Administration Pending)
Debtor.	:	

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE TWENTY-FIVE LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a voluntary petition in this Court on February 16, 2010 (the "Petition Date") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtors' twenty-five largest unsecured creditors on a consolidated basis (the "Top 25 List"), based on the Debtors' books and records as of the Petition Date. The Top 25 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 25 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty-five largest unsecured claims. The information presented in the Top 25 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

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<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

### Consolidated List of 25 Largest Unsecured Creditors

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
State Water Board Clean Up	Abatement Account – Northstar Mountain Prop SEP Fund 2501 Lake Tahoe Blvd South Lake Tahoe, CA 96150 Facsimile: (916) 341-5620	Abatement Fee		\$2,137,500
Northstar Mountain Association	Attn: Colleen Weiss Hanen PO Box 9550 Avon, CO 81620 Facsimile: (530) 550-7036	Trade Debt		\$152,662
Old Greenwood Cabins Shared Ownership Association	Attn: Colleen Weiss Hanen PO Box 9550 Avon, CO 81620 Facsimile: (530) 550-7036	Trade Debt		\$151,828
Booth Creek Ski Holdings	Attn: Chris Ryman 11025 Pioneer Trail Suite 100 Truckee, CA 96161 Facsimile: (530) 550-5116	Trade Debt		\$138,880
Old Greenwood Townhomes Shared Ownership Association	Attn: Colleen Weiss Hanen PO Box 9550 Avon, CO 81620 Facsimile: (530) 550-7036	Trade Debt		\$96,987
Isbell Construction	Attn: Steve Isbell 11090 Trails End Road Truckee, CA 96161 Facsimile: (539) 587-0241	Trade Debt		\$81,924
Northstar at Tahoe	11025 Pioneer Trail Suite 100 Truckee CA 96161 Facsimile: (530) 562-2214	Trade Debt		\$31,358
First American Title Inc. Co	Attn: Tim Dugan 2200 A Douglas Blvd #200 Roseville, CA 95661 Facsimile: (866) 325-5240	Trade Debt		\$37,806

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
High Sierra Water Lab Inc	Attn: Mark Palmer PO Box 171 Truckee, CA 96160 Facsimile: (530) 550-7262	Trade Debt		\$32,845
Gwathmey Pratt Schultz Lindall Architects	Attn: Ned Gwathmey 1000 S Frontage Rd West Suite #102 Vail, CO 81657 Facsimile: (970) 476-1612	Trade Debt		\$29,721
Q&D Builders	Attn: Norm Dianda PO Box 10865 Reno, NV 89510 Facsimile: (775) 786-5136	Trade Debt		\$29,177
JBR Environmental	Attn: Nadia Khawam 8160 S. Highland Drive Sandy, UT 84093-6400 Facsimile: (801) 942-1852	Trade Debt		\$27,952
AM X Construction	Attn: Randy Metzger PO Box 3605 Truckee, CA 96160 Facsimile: (530) 550-8288	Trade Debt		\$27,187
International Fidelity Insurance Company	Attn: Dorothy O'Connor 1575 Treat Blvd, Suite 208 Walnut Creek, CA 94598 Facsimile: (925) 256-1080  -and-  Willis Insurance Services of California, Inc., as broker Attn: Bruce Poitevin One Bush Street, 9th Floor San Francisco, CA 94104 Facsimile: (415) 982-7978	Surety Bonds		Contingent Unliquidated



(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
RLI Insurance Company	Attn: Elaine Slipe 6303 Owensmouth Ave., 10 <sup>th</sup> Floor Woodland Hills, CA 91367 Facsimile: (309) 689-2239  -and-  Willis Insurance Services of California, Inc., as broker Attn: Bruce Poitevin One Bush Street, 9 <sup>th</sup> Floor San Francisco, CA 94104 Facsimile: (415) 982-7978	Surety Bonds		Contingent Unliquidated
Bank of America, N.A./HSBC Bank USA/JP Morgan Chase/US Bank, N.A.	Attn: Cyndie Fischer TX4-213-05-06 700 Louisiana Street 5 <sup>th</sup> Floor Houston, TX 77002 Facsimile: (704) 386-6699	Guarantee		Contingent Unliquidated
Bank of America, N.A.	Attn: Cyndie Fischer TX4-213-05-06 700 Louisiana Street 5 <sup>th</sup> Floor Houston, TX 77002 Facsimile: (704) 386-6699	Guarantee		Contingent Unliquidated
Bank of America, NA (successor by merger to LaSalle Bank National Association)/FirstBank of Vail/Associated Bank, NA/Bank of Oklahoma, NA	Attn: Chad Neubecker VP Commercial Real Estate Collier Center 201 East Washington Street 22 <sup>nd</sup> Floor Phoenix, AZ 85004-2428 Facsimile: (602) 523-4396	Guarantee		Contingent Unliquidated

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
ACE American Insurance Company	Attn: Mark H. MacQueen Routing WAO4K 436 Walnut Street Philadelphia, PA 19106 Facsimile: (215) 640-1417  -and-  Ira Steinbock, Director ACE USA Construction Claims P.O. Box 25147 Lehigh Valley, PA 18002-5142 Facsimile: (866) 655-5687	Litigation		Contingent Unliquidated
Peter Nelson	Ty D. Laurie Laurie & Brennan LLP 2 North Riverside Plaza, Suite 1750 Chicago, IL 60608 Facsimile: (312) 281-9010	Litigation		Contingent Unliquidated
Coyote Moon, LLC	Jason L. Hoffman Real Estate Law Group LLP 3455 American River Dr., Suite C Sacramento, CA 95864 Facsimile: (916) 484-2601	Litigation		Contingent Unliquidated
Lawrence Buck	Michael Heath The Law Office of Michael Heath P.O. Box 616 Novato, CA 94948-4207 Facsimile: (415) 931-4117	Litigation		Contingent Unliquidated
Ironhorse Homeowners Association	Daniel Rottinghaus, Esq. Berding Weil LLP 3240 Stone Valley Road West Alamo, CA 94507 Facsimile: (925) 820-5592	Litigation		Contingent Unliquidated

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
Aspen Grove Condominium Association	Branden Bickel, Esq. Bickel & Associates 6114 La Salle Ave, Suite 510 Oakland, CA 94611 Facsimile: (510) 595-8600  -and-  Robert E. Aune AUNE & ASSOCIATES 505 Sansome Street, 6 <sup>th</sup> Floor San Francisco, CA 94111	Litigation		Contingent Unliquidated
Northstar Community Housing Corporation	Attn: Gerry Flynn Polar Star Properties Riverwalk at Edwards 28 Second Street, Suite 215 Edwards, CO 81632 Facsimile: (970) 926-8690  -and-  US Bank Attn: Alan R. Milster, Vice President US Bank - Special Assets Group One U.S. Bank Plaza 7 <sup>th</sup> & Washington St. Louis, MO 63101-1643 Facsimile: (314) 418-2135	Litigation		Contingent Unliquidated

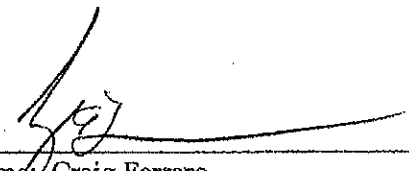
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
Tahoe Club Company, LLC, :  
a Delaware limited liability company,<sup>1</sup> : Case No. 10- \_\_\_\_\_ ( )  
Debtor. : (Joint Administration Pending)  
-----X

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE TWENTY-FIVE LARGEST UNSECURED CLAIMS**

I, Craig Ferraro, Authorized Officer of Tahoe Club Company, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury that I have reviewed the List of Creditors Holding the Twenty-Five Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: February 16, 2010

  
\_\_\_\_\_  
Name: Craig Ferraro  
Title: Authorized Officer

<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

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

	X	
In re	:	Chapter 11
Tahoe Club Company, LLC,	:	
a Delaware limited liability company, <sup>1</sup>	:	Case No. 10-_____ (_____)
	:	
Debtor.	:	(Joint Administration Pending)

**CONSOLIDATED LIST OF CREDITORS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on February 16, 2010 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically as an attachment hereto.

[information provided in electronic format]

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<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

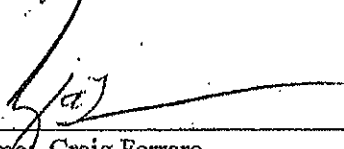
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X	
In re	: Chapter 11
Tahoe Club Company, LLC,	: Case No. 10-_____ (_____)
a Delaware limited liability company, <sup>1</sup>	: (Joint Administration Pending)
Debtor.	:
-----X	

**DECLARATION REGARDING CONSOLIDATED CREDITOR LIST**

I, Craig Ferraro, Authorized Officer of Tahoe Club Company, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: February 16, 2010

  
\_\_\_\_\_  
Name: Craig Ferraro  
Title: Authorized Officer

<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

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

	X	
In re	:	Chapter 11
Tahoe Club Company, LLC,	:	Case No. 10-_____ (_____)
a Delaware limited liability company, <sup>1</sup>	:	
	:	(Joint Administration Pending)
Debtor.	:	

**CONSOLIDATED LIST OF EQUITY INTEREST HOLDERS<sup>2</sup>**

<u>Debtor</u>	<u>Name and Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
East West Resort Development V, L.P., L.L.L.P.	Crescent Resort Development, Inc. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Limited Partner (93.4383% of the Partnership Interest)
	HF Management, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Limited Partner (5.5617% of the Partnership Interest)
	HF Holding Corp. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	General Partner (1% of the Partnership Interest)

<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

<sup>2</sup> The following table sets forth, as of February 16, 2010, certain information concerning persons owning in excess of 5% of the outstanding shares of the Debtor's equity interests.



<u>Debtor</u>	<u>Name and Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
NMP Holdings, LLC	<p>East West Resort Development V, L.P., L.L.L.P. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p> <p>EWP Development Company, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	<p>92.585% of Series B and Series C shares outstanding</p> <p>7.475% of Series B and Series C shares outstanding</p>
Northstar Mountain Properties, LLC	<p>NMP Holdings, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p> <p>Trimont Land Holdings, Inc. c/o Booth Creek Ski Holdings, Inc. 1000 South Frontage Road West Suite 100 Vail, Colorado 81657</p>	<p>Member (80% of the Membership Interest)</p> <p>Member (20% of the Membership Interest)</p>
Northstar Iron Horse, LLC	<p>Northstar Mountain Properties, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	Sole Member (100% of the Membership Interest)
Northstar Big Horn, LLC	<p>Northstar Mountain Properties, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	Sole Member (100% of the Membership Interest)
Northstar Village Townhomes, LLC	<p>Northstar Mountain Properties, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	Sole Member (100% of the Membership Interest)
Northstar Trailside Townhomes, LLC	<p>Northstar Mountain Properties, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	Sole Member (100% of the Membership Interest)
Old Greenwood, LLC	<p>East West Resort Development V, L.P., L.L.L.P. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p> <p>Old Greenwood Development, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620</p>	<p>Member (76.2% of the Membership Interest)</p> <p>Member (23.8% of the Membership Interest)</p>

<u>Debtor</u>	<u>Name and Address of Owner(s)</u>	<u>Description of Equity Interest Owned</u>
Old Greenwood Realty Inc.	Old Greenwood, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Sole Shareholder (100% of the common shares)
Gray's Station, LLC	East West Resort Development V, L.P., L.L.L.P. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620  Gray's Crossing Development, LLC 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Member (76.2% of the Membership Interest)  Member (23.8% of the Membership Interest)
Tahoe Mountain Resorts, LLC	East West Resort Development V, L.P., L.L.L.P. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Sole Member (100% of the Membership Interest)
Tahoe Club Company, LLC	East West Resort Development V, L.P., L.L.L.P. 126 Riverfront Lane, 5th Floor PO Drawer 2770 Avon, Colorado 81620	Sole Member (100% of the Membership Interest)

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re

: Chapter 11

Tahoe Club Company, LLC,  
a Delaware limited liability company,<sup>1</sup>

: Case No. 10-\_\_\_\_\_ (\_\_\_\_\_)

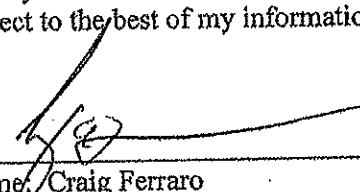
Debtor.

: (Joint Administration Pending)  
-----X

**DECLARATION CONCERNING THE DEBTOR'S CONSOLIDATED LIST  
OF EQUITY INTEREST HOLDERS**

I, Craig Ferraro, Authorized Officer of Tahoe Club Company, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury that I have reviewed the Consolidated List of Equity Interest Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: February 16, 2010

  
\_\_\_\_\_  
Name: Craig Ferraro  
Title: Authorized Officer

<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.

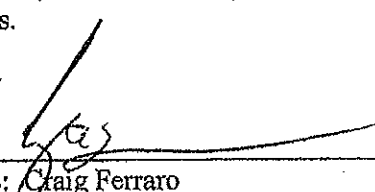
**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----X	:	
In re	:	Chapter 11
	:	
Tahoe Club Company, LLC,	:	Case No. 10-_____ (_____)
a Delaware limited liability company, <sup>1</sup>	:	
	:	(Joint Administration Pending)
Debtor.	:	
-----X	:	

**TAHOE CLUB COMPANY, LLC'S STATEMENT PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)**

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), Tahoe Club Company, LLC, a Delaware limited liability company (the "Debtor"), respectfully represents that East West Resort Development V, L.P., L.L.L.P. directly or indirectly owns 10% or more of any class of the Debtor's equity interests.

Dated: February 16, 2010

  
\_\_\_\_\_  
Name: Craig Ferraro  
Title: Authorized Officer

<sup>1</sup> Tahoe Club Company, LLC is doing business as Tahoe Mountain Club, Coyote Moon, Wild Goose, Sunsets, Old Greenwood, Shaffers Camp, Grays Crossing and Alpine Club.