

United States Bankruptcy Court
CENTRAL DISTRICT OF CALIFORNIA

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Atherton-Newport Fund 128, 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): NONE	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): 20-4144661	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. & Street, City, and State): 23792 Rockfield Blvd. Suite 200 Lake Forest CA	Street Address of Joint Debtor (No. & Street, City, and State):
ZIPCODE 92630	ZIPCODE
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): SAME	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): 6155 Ball Road	ZIPCODE 90630

Type of Debtor (Form of organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below <u>Limited Liability Corp.</u>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input checked="" 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 type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 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 Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose" <input checked="" type="checkbox"/> Debts are primarily business debts. Chapter 11 Debtors: Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		

Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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. Estimated Number of Creditors <input checked="" 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 type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input checked="" 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 type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input 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	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <p style="text-align: center;">Atherton-Newport Fund 128, LLC</p>	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: NONE	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: Atherton-Newport Investments, LLC	Case Number: 8:08-10230-TA	Date Filed: 01/16/2008	
District: Central District of California	Relationship: Affiliate	Judge: Hon. Theodor Albert	
<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><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p>	<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). <p style="text-align: center;">X</p> <hr style="width: 20%; margin-left: auto; margin-right: 0;"/> <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) 8/29/2008 </div> <p style="text-align: right; margin-right: 20px;">Date</p>		
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 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 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 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(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Atherton-Newport Fund 128, LLC</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed name of Foreign Representative)</p> <p><u>8/29/2008</u> _____ (Date)</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ David W. Meadows</u> Signature of Attorney for Debtor(s)</p> <p><u>David W. Meadows 137052</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Law Offices of David W. Meadows</u> Firm Name</p> <p><u>1801 Century Park East</u> Address</p> <p><u>Suite 1250</u> _____ <u>Los Angeles CA 90067</u> _____ <u>(310) 557-8490</u> Telephone Number</p> <p><u>8/29/2008</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>_____ X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>X _____ Signature of Authorized Individual</p> <p><u>Jonathan T. Brohard</u> Printed Name of Authorized Individual</p> <p><u>Authorized Agent</u> Title of Authorized Individual</p> <p><u>8/29/2008</u> Date</p>	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Atherton-Newport Fund 128, LLC
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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)

8/29/2008
 (Date)

Signature of Attorney*

X _____
 Signature of Attorney for Debtor(s)

David W. Meadows 137052
 Printed Name of Attorney for Debtor(s)

Law Offices of David W. Meadows
 Firm Name

1801 Century Park East
 Address

Suite 1250

Los Angeles CA 90067

(310) 557-8490
 Telephone Number

8/29/2008
 Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debt or 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

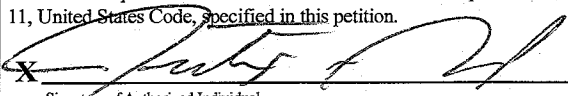
 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

 Address

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.


 Signature of Authorized Individual

Jonathan T. Brohard
 Printed Name of Authorized Individual

Authorized Agent
 Title of Authorized Individual

8/29/2008
 Date

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.

**CERTIFICATE OF MEMBERS AND MANAGING MEMBERS OF
ATHERTON-NEWPORT FUND 128, LLC, A DELAWARE
LIMITED LIABILITY COMPANY, AUTHORIZING FILING OF A
PETITION UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

We, Roger E. Fiola, Ashish K. Khatana and Jonathan T. Brohard, do hereby certify:

1. That we are the sole members of Atherton-Newport Investments, LLC, a California limited liability company ("ANI").
2. That ANI is the sole managing member of Atherton-Newport Holdings, LLC, a Delaware limited liability company ("Holdings").
3. That Holdings is the sole managing member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company ("ANF 128").
4. That at a special meeting of the members of ANI, duly held on August 28, 2008, the following resolutions were duly enacted, and the same remain in full force and effect, without modification, as of the date hereof:

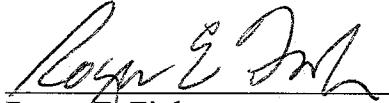
RESOLVED, that Roger E. Fiola, Ashish K. Khatana, and Jonathan T. Brohard, (collectively, the "Members"), the members of ANI, as the Manager of Holdings, and thereby as the Manager of ANF 128, be and they are hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and for the best interests of ANF 128, its creditors, members and other interested parties, that a Petition be filed by ANF 128 under the provisions of Chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED that, if the Members shall make such a determination, then a Petition under said Chapter 11 shall be filed as submitted by the Members and the same hereby is approved and adopted in all respects, and the Members, or their designee, is hereby authorized and directed, on behalf of and in the name of ANF 128, to execute and verify such Petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California.

FURTHER RESOLVED that, the Members or any of them individually, or their designee, be and are hereby authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which they may deem necessary and proper in connection with such proceedings under said Chapter 11 and in that connection to retain and employ all assistance by legal counsel or otherwise which they may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED that, the LAW OFFICES OF DAVID W. MEADOWS, be and hereby is retained as attorneys for ANF 128 in connection with the institution of and maintaining of such proceedings.

DATED: August 28, 2008

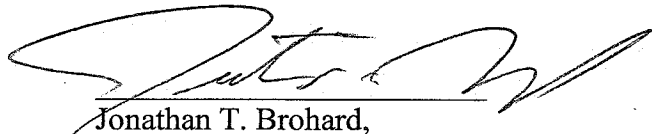


Roger E. Fiola,
Managing Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.

DATED: August 28, 2008

Ashish K. Khatana,
Managing Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.

DATED: August 28, 2008



Jonathan T. Brohard,
Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.

FURTHER RESOLVED that, the LAW OFFICES OF DAVID W. MEADOWS, be and hereby is retained as attorneys for ANF 128 in connection with the institution of and maintaining of such proceedings.

DATED: August 28, 2008

Roger E. Fiola,
Managing Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.

DATED: August 28, 2008

Ashish K. Khatana
Ashish K. Khatana,
Managing Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.

DATED: August 28, 2008

Jonathan T. Brohard,
Member of Atherton-Newport Investments, LLC, a California limited liability company, the Managing Member of Atherton-Newport Holdings, LLC, a Delaware limited liability company, the Managing Member of Atherton-Newport Fund 128, LLC, a Delaware limited liability company.