

United States Bankruptcy Court		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle):		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):		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):		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): <div style="text-align: right;">ZIP CODE</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<p style="text-align: center;">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p style="text-align: center;">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <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 type="checkbox"/> Debts are primarily business debts.</p>
<p style="text-align: center;">Filing Fee (Check one box.)</p> <p><input type="checkbox"/> Full Filing Fee attached.</p> <p><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.</p> <p><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>		<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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>

<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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>	<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>		<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 type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<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 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
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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<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 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
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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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:	Case Number:	Date Filed:
District:	Relationship:	Judge:

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

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

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

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

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

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

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

**CERTIFICATE OF 8320 MELROSE AVENUE, LLC,
A CALIFORNIA LIMITED LIABILITY COMPANY
AUTHORIZING FILING OF PETITION UNDER CHAPTER 11 OF
THE UNITED STATES BANKRUPTCY CODE**

I, Linda Loudermilk, hereby certify as follows:

1. I am the sole member and the Manager of 8320 Melrose Avenue, LLC, a California limited liability company (the "Company").
2. I am authorized under the Company's Operating Agreement to take the actions specified herein without the need for a meeting or notice.
3. On behalf of the Company, I have duly authorized the following, resolutions, effective immediately:

RESOLVED, that Linda Loudermilk ("Loudermilk") is hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors and other interested parties, that the Company file a petition for relief under the provisions of chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

FURTHER RESOLVED, that Loudermilk is hereby authorized and directed on behalf of and in the name of the Company to execute a chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a chapter 11 bankruptcy case;

FURTHER RESOLVED, that Loudermilk is hereby authorized and directed on behalf of and in the name of the Company to execute and file and to cause counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings in connection with the Company's bankruptcy case, and to take any and all action which Loudermilk deems necessary and proper in connection with the Company's bankruptcy case;

FURTHER RESOLVED, that the Company retains the Law Offices of Matthew A. Lesnick as general bankruptcy counsel for the Company for purposes of, among other things, representing the Company in its chapter 11 case.

Dated: May 7, 2008

8320 MELROSE AVENUE, LLC

By: 

Linda Loudermilk,
Sole Member and Manager

UNITED STATES BANKRUPTCY COURT

Central District Of California

In re 8320 Melrose Avenue, LLC,
Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. 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 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).


(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>
L.A. County Tax Collector, P.O. Box 54018, Los Angeles, CA 90054	213-974-2111	tax debt		\$15,282.64
Wilmot, Inc., 3654 Knollwood Road, Nashville, TN 37215	Tiffany Wilmot, 615-533-0696	trade debt	disputed	\$13,037.41
Rana Creek Habitat Restoration, 35351 East Carmel Valley Road, Carmel Valley, CA 93924	831-659-3820	trade debt	disputed	\$7,500.00

Tighe Architecture, 1632 Ocean Park Boulevard, Santa Monica, CA 90405	Patrick Tighe, 310-450-8823	trade debt	\$6,406.20
GLUMAC, 617 West 7th, 5th Floor, Los Angeles, CA 90017	213-239-8866	trade debt	\$5,574.26
Gaia Development, 7039 Trolleyway, Playa Del Rey, CA 90293	626-818-1127	trade debt	\$3,391.50
Gilsanz, Murray, Steficek, 523 West 6th St., Suite 810, Los Angeles, CA 90014	213-943-4850	trade debt	\$75.38
Loudermilk, Inc. 191 E. Jefferson Blvd. Los Angeles, CA 90011	323-233-8111	loan	\$7,376.54

I, the managing member of 8320 Melrose Avenue, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date May 7, 2008

Signature _____


Linda Loudermilk,
Managing Member

**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

- 1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

- 2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

- 3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

- 4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

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

Executed at Los Angeles California.

Debtor

Dated 5/7/08

Joint Debtor

MASTER MAILING LIST Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name Matthew A. Lesnick (CA Bar No. 177594)

Address 185 Pier Avenue, Suite 103, Santa Monica, CA 90405

Telephone (310) 396-0964 Fax: (310) 396-0963

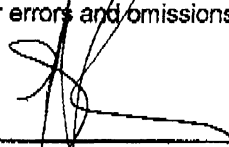
- Attorney for Debtor(s)
- Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
List all names including trade names used by Debtor(s) within last 8 years): 8320 Melrose Avenue, LLC	Case No.: Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST

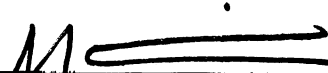
The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 6 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: May 7, 2008



Debtor Linda Boudermilk, Sole Member & Manager

May 8, 2008
Attorney (if applicable)



Joint Debtor Matthew A. Lesnick

8320 Melrose Avenue, LLC
191 E. Jefferson Blvd.
Los Angeles, CA 90011

Matthew A. Lesnick
Attorney at Law
185 Pier Avenue, Suite 103
Santa Monica, CA 90405

United States Trustee
725 S. Figueroa St., 26th Floor
Los Angeles, CA 90017

Airpix Environmental
9220 Telegraph Road, #227
Downey, CA 90240

Joyce Alvarado
3260 Field Street
Wheatridge, CO 80033

Marcus Alvarado
9101 North Ogden Street
Thornton, CO 80229

Apparatis Co.
4027 Marcasel Avenue
Los Angeles, CA 90066

Cao Perrot Studio
3511 West 6th Street, Studio 5
Los Angeles, CA 90020

City Services, Inc.
1450 South Burlington Avenue, Suite B
Los Angeles, CA 90006

Clever Castle
26 Boulder Ridge
Azusa, CA 91702

Cosco Fire Protection, Inc.
501 West Southern Avenue
Orange, CA 92865

Deans & Homer
P.O. Box 45688
SAN FRANCISCO, CA 94145-0688

Franchise Tax Board
Attention: Bankruptcy
P.O. Box 2952
Sacramento, CA 95812-2952

Gaia Development
7039 Trolleyway
Playa Del Rey, CA 90293

The Gas Company
P.O. Box C
Monterey Park, CA 91756

Gilsanz, Murray, Steficek
523 West 6th Street, Suite 810
Los Angeles, CA 90014

GLUMAC
617 West 7th, 5th Floor
Los Angeles, CA 90017

Greneker Solutions
3110 East 12th Street
Los Angeles, CA 90023

Hoffman-Brown Insurance
5000 Van Nuys Boulevard, 6th Floor
Sherman Oaks, CA 91403

Imagine That
28064 Avenue Stanford, Unit K
Valencia, CA 91355

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

Kaplan Cehring McCarroll Architectural
Lighting
10351 Santa Monica Boulevard, Suite 410
Los Angeles, CA 90025

Kaufman Seargent
21243 Ventura Boulevard, Suite 200
Woodland Hills, CA 91364

L.A. County Tax Collector
P.O. Box 54018
Los Angeles, CA 90054

LA DWP
P.O. Box 30808
Los Angeles, CA 90030

Lerch Bates North America, Inc.
8089 South Lincoln, Suite 300
Littleton, CO 80122

Loudermilk, Inc.
191 E. Jefferson Blvd.
Los Angeles, CA 90011

Metropolis Plumbing
1425 Maple Street
Santa Monica, CA 90405

O'Brien Screen & Glass
11712 Inglewood Avenue
Hawthorne, CA 90250

Ornamental Fountain Company
14100 Gain Street
Arleta, CA 91331

Permacity Corp.
11977 San Vicente Blvd.
Los Angeles, CA 90049

Permits Unlimited
4340 Caleta Road
Agoura, CA 91301

Progressive Insulation & Windows
9750 Topanga Canyon Boulevard
Chatsworth, CA 91311

Rana Creek Habitat Restoration
35351 East Carmel Valley Road
Carmel Valley, CA 93924

Rudin Donner Design, Inc.
8322 Beverly Boulevard, Suite 302
Los Angeles, CA 90048

Safe-T Walk, Inc.
1536 West 25th Street
San Pedro, CA 90723

Schick Geotechnical, Inc.
13223 Ventura Boulevard, #J
Studio City, CA 91604

SPEC Engineering
6800 Owensmouth Avenue, Suite 140
Canoga Park, CA 91303

Tek Engineering Group, Inc.
6800 Owensmouth Avenue, Suite 140
Canoga Park, CA 91303

Tighe Architecture
1632 Ocean Park Boulevard
Santa Monica, CA 90405

Vere Vastus Pepo
1400 L Ron Hubbard Way
Los Angeles, CA 90027

Wilmot, Inc.
3654 Knollwood Road
Nashville, TN 37215