

United States Bankruptcy Court CENTRAL DISTRICT OF CALIFORNIA				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): B-SQUARED, INC, a California Corporation			Name of Joint Debtor (Spouse)(Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba All California Funding, dba ACF Reconveyance			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): 95-4719252			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): 14958 Ventura Boulevard Suite 200 Sherman Oaks CA			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIPCODE 91403			ZIPCODE		
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): 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): SAME					ZIPCODE
Type of Debtor (Form of organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below 		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other real estate finance 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.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors: Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input 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					<div style="border: 2px solid black; padding: 10px; margin: 0 auto; width: 150px;"> FILED MAR 10 2009 <small>CLERK U.S. BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA Deputy Clerk</small> </div>
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" 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 checked="" 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					

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): B-SQUARED, INC., a California Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
None			
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:	
None			
District:	Relationship:	Judge:	
Exhibit A (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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition		Exhibit 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 <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) Date 03/09/2009 </div>	
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 checked="" 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 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)).			

Voluntary Petition

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

Name of Debtor(s):

**B-SQUARED, INC.,
a California Corporation****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)

SIMON ARON, ESQ 108183

Printed Name of Attorney for Debtor(s)

WOLF, RIFKIN, SHAPIRO, SCHULMAN & RABKIN,

Firm Name

11400 West Olympic Boulevard,

Address

Los Angeles CA 90064-1557**(310) 478-4100**

Telephone Number

03/09/2009

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

William Schumer

Printed Name of Authorized Individual

President/CEO

Title of Authorized Individual

03/09/2009

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)

03/09/2009

(Date)

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

Address

X

Date

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.

Exhibit "A"

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 16B]

Exhibit "A" to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is Not Applicable.

2. The following financial data is the latest available information and refers to the debtor's condition on _____.

a. Total assets \$ _____

b. Total debts (including debts listed in 2.c., below) \$ _____

Approximate
Number
of holders

c. Debt securities held by more than 500 holders.

<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____

d. Number of shares of preferred stock _____

e. Number of shares common stock _____

Comments, if any:

3. Brief description of debtor's business:

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

CERTIFICATE OF DIRECTORS OF B SQUARED, INC.,
A CALIFORNIA CORPORATION,

I, William Schumer, do hereby certify:

1. That I am the duly elected and acting President and a Director of B Squared, Inc., a California corporation, dba All California Funding.

2. A special meeting of the Board of Directors of B Squared, Inc., having been duly held, at which the following resolutions were duly enacted, and the same remain in full force and effect, without modification, as of the date hereof:

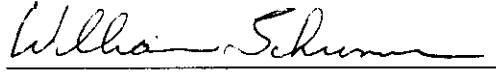
RESOLVED, based upon subsequent events and advice of counsel, that it is desirable and for the best interests of this corporation, its creditors, stockholders and other interested parties, that a Petition be filed by this corporation under the provisions of Chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED that a Petition under said Chapter 11 shall be filed and submitted by the President of the corporation and the same hereby is approved and adopted in all respects, and the President of this corporation is hereby authorized and directed on behalf of and in the name of the corporation, 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 President of this corporation be and hereby is authorized to execute and file all petitions, schedules, lists and other papers to take any and all action which he/she 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 he/she may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED, that WOLF, RIFKIN, SHAPIRO,
SCHULMAN & RABKIN, LLP, be and hereby is retained as
attorneys for the corporation in connection with the institution of
and maintaining of such proceedings.

Dated: March 6, 2009

A handwritten signature in cursive script, appearing to read "William Schumer", written in black ink.

William Schumer, Director

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number SIMON ARON, ESQ WOLF, RIFKIN, SHAPIRO, SCHULMAN & RABKIN, LLP 11400 W. Olympic Boulevard Ninth Floor Los Angeles, CA 90064 (310) 478-4100 (310) 479-1422 108183 <input type="checkbox"/> Attorney for:	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: B-SQUARED, INC., dba ALL CALIFORNIA FUNDING <div style="text-align: right;"> Debtor(s), Plaintiff(s), Defendant(s). </div>	CASE NO.: ADV. NO.: CHAPTER: 11

**Corporate Ownership Statement Pursuant to
F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, William Schumer, the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
 - ☒ I am the president or other officer or an authorized agent of the debtor corporation
 - ☐ I am a party to an adversary proceeding
 - ☐ I am a party to a contested matter
 - ☐ I am the attorney for the debtor corporation
2. a. ☐ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
[For additional names, attach an addendum to this form.]

- b. ☒ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

William Schumer
Signature of Attorney or Declarant

March 9, 2009
Date

William Schumer, President
Printed Name of Attorney or Declarant

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re *B-SQUARED, INC*
a California Corporation
dba All California Funding
dba ACF Reconveyance

Case No.
Chapter 11

Debtor(s)

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).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Brown Winfield Canzoneri et al</i> 300 S. Grand Ave., #1400 Los Angeles CA 90071	Phone: <i>Brown Winfield Canzoneri et al</i> 300 S. Grand Ave., #1400 Los Angeles CA 90071	<i>legal fees</i>		\$ 767,200.00
2 <i>Adelson, Hess & Kelly</i> 577 Salmar Ave., 2nd Floor Campbell CA 95008	Phone: <i>Adelson, Hess & Kelly</i> 577 Salmar Ave., 2nd Floor Campbell CA 95008	<i>legal fees</i>		\$ 77,354.00
3 <i>Wells Fargo</i> 1740 Broadway Denver CO 80274	Phone: <i>Wells Fargo</i> 1740 Broadway Denver CO 80274		C U	\$ 39,235.00
4 <i>S.B.S. Trust Deed Network</i> 31194 La Baya Dr. #106 Westlake Village CA 91362	Phone: <i>S.B.S. Trust Deed Network</i> 31194 La Baya Dr. #106 Westlake Village CA 91362	<i>foreclosure Services & Costs</i>	U	\$ 31,000.00
5 <i>Law Offices of Goldfarb et al</i> 15760 Ventura Blvd., 19th Fl Encino CA 91436	Phone: <i>Law Offices of Goldfarb et al</i> 15760 Ventura Blvd., 19th Fl Encino CA 91436			\$ 19,112.89

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Taft. Stettinius & Hollister 425 Walnut ST., #1800 Cinn OH 95202-3957	Phone: Taft. Stettinius & Hollister 425 Walnut ST., #1800 Cinn OH 95202-3957	legal fees		\$ 18,944.49
7 City of Los Angeles Post Office Box 53200 Los Angeles 90053	Phone: City of Los Angeles Post Office Box 53200 Los Angeles 90053	taxes		\$ 15,000.00
8 Theodora Oringher Miller & Ric 2029 Century Park East, 6th Fl Los Angeles CA 90067	Phone: Theodora Oringher Miller & Ric 2029 Century Park East, 6th Fl Los Angeles CA 90067	legal fees		\$ 5,710.74
9 Blanco & Associates, Inc. 55 New Montgomery St. #712 San Francisco CA 94105	Phone: Blanco & Associates, Inc. 55 New Montgomery St. #712 San Francisco CA 94105			\$ 5,558.00
10 Graphology Consultants Int'l 8033 Sunset Blvd., #432 Los Angeles CA 90046	Phone: Graphology Consultants Int'l 8033 Sunset Blvd., #432 Los Angeles CA 90046	legal fees		\$ 4,375.00
11 Brothers Concrete Cutting & Co 13316 Berg St. Sylmar CA 91342	Phone: Brothers Concrete Cutting & Co 13316 Berg St. Sylmar CA 91342	Services	U D	\$ 3,240.00
12 Freeman, Freeman & Smiley LLP 3415 S. Sepulevada, #1200 Los Angeles CA 90034	Phone: Freeman, Freeman & Smiley LLP 3415 S. Sepulevada, #1200 Los Angeles CA 90034	legal fees		\$ 3,080.00
13 Vacation Pools, Inc. 83900 Ave. 45, Ste C Indio CA 92201	Phone: Vacation Pools, Inc. 83900 Ave. 45, Ste C Indio CA 92201	construction of 1595 Rose Ave		\$ 3,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
14 BenchmarkDepo 2049 Century Park East, #4050 Los Angeles CA 90067	Phone: BenchmarkDepo 2049 Century Park East, #4050 Los Angeles CA 90067	legal fees		\$ 2,925.95
15 Veronica Duran 545 Isabel St. Los Angeles CA 90065	Phone: Veronica Duran 545 Isabel St. Los Angeles CA 90065	terminated - accrued unpaid vaca		\$ 2,673.19
16 Howard Rile c/o Brown Winfield 300 S. Grand Ave., #1400 Los Angeles CA 90071	Phone: Howard Rile c/o Brown Winfield 300 S. Grand Ave., #1400 Los Angeles CA 90071	legal fees		\$ 1,955.00
17 Thomas & Elliott 12400 Wilshire Blvd., #400 Los Angeles CA 90025	Phone: Thomas & Elliott 12400 Wilshire Blvd., #400 Los Angeles CA 90025	legal fees		\$ 1,891.24
18 Investors Title Company 700 N. Brand Blvd., #1100 Glendale CA 91203	Phone: Investors Title Company 700 N. Brand Blvd., #1100 Glendale CA 91203	title and foreclosure services		\$ 1,820.00
19 Warehouse Office & Paper Prod. 11131 A Vanowen St. North Hollywood CA 91605	Phone: Warehouse Office & Paper Prod. 11131 A Vanowen St. North Hollywood CA 91605	Office Supplies		\$ 1,357.73
20 Officia Imaging 7323 Engineer Road San Diego CA 92111	Phone: Officia Imaging 7323 Engineer Road San Diego CA 92111	equipment maintenance		\$ 1,146.14

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, William Schumer, President/CEO of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 3/9/2009

Signature William Schumer

Name: William Schumer

Title: President/CEO

Party Name, Address, and Telephone Number (CA State Bar No. If Applicable) SIMON ARON, ESQ WOLF, RIFKIN, SHAPIRO, SCHULMAN & RABKIN, 11400 W. Olympic Boulevard Ninth Floor Los Angeles, CA 90064 (310) 478-4100	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: B-SQUARED, INC., dba ALL CALIFORNIA FUNDING <div style="text-align: right;">Debtor.</div>	CHAPTER 11 11 CASE NUMBER
	(No Hearing Required)

VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-02)

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300): 14958 Venutre Boulevard, 2nd Floor, Sherman Oaks, CA 91403

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
Same as above

3. Disclose the current business address(es) for all corporate officers:
Same as above

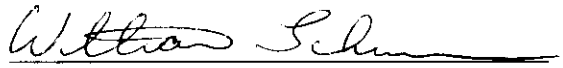
4. Disclose the current business address(es) where the Debtor's books and records are located:
Same as above

In re B-SQUARED, INC., dba ALL CALIFORNIA FUNDING	CHAPTER 11 11
Debtor.	CASE NUMBER

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:
14958 Ventura Boulevard, 2nd Floor, Sherman Oaks, CA 91403
1595 Rose Avenue, Palm Springs, CA 92262
6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):
None
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify): William Schumer, President & Shareholder
8. Total number of attached pages of supporting documentation: 0
9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on the 9th day of March, 2009, at Sherman Oaks, California.

William Schumer
Type Name of Officer
President
Position or Title of Officer


Signature of Declarant
William Schumer

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

Name SIMON ARON, ESQAddress 11400 West Olympic Boulevard, Los Angeles, CA 90064-1557

Telephone _____

☒ 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:

In re **B-SQUARED, INC**
dba All California Funding
dba ACF Reconveyance

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 5 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: 03/09/2009

William Schuman, President
Debtor: **B-SQUARED, INC**

Attorney: SIMON ARON, ESQ

Joint Debtor: _____

B-SQUARED INC
14958 Ventura Boulevard
Suite 200
Sherman Oaks CA 91403

SIMON ARON ESQ
11400 West Olympic Boulevard
Los Angeles CA 90064-1557

14958 Ventura Boulevard LLC
14958 Ventura Blvd
Sherman Oaks CA 91403

Adelson Hess & Kelly
577 Salmar Ave 2nd Floor
Campbell CA 95008

Albert Judis
5243 Yarmouth Ave Unit 45
Encino CA 91316

Alpha Blueprint Co
13346 Ventura Blvd
Sherman Oaks CA 91423

BenchmarkDepo
2049 Century Park East #4050
Los Angeles CA 90067

Blanco & Associates Inc
55 New Montgomery St #712
San Francisco CA 94105

Brian S Schumer
1245 McClellan Dr #302
Los Angeles CA 90025

Brothers Concrete Cutting & Co
13316 Berg St
Sylmar CA 91342

Brown Winfield Canzoneri et al
300 S Grand Ave #1400
Los Angeles CA 90071

City of Los Angeles
Post Office Box 53200
Los Angeles 90053

Dan Bernard Selleck
3603 Hidden Lane #202
Palos Verdes CA 90274

Doss Law
2020 Main St #950
Irvine CA 92614

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Los Angeles CA 90067

First Regional Bank
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Los Angeles 90067

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Los Angeles CA 90034

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Encino CA 91436

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Cedar Rapids IA

GE Capital
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Cedar Rapids IA 52406

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Los Angeles CA 90046

Greater Sonoma Ptnr c/o
James Meadow Esq
112 Washington Ave #200
Pt Richmond CA 94801

Hasler Financial Services LLC
3400 Bridge Pkwy
Redwood City CA 94065

Howard Rile c/o Brown Winfield
300 S Grand Ave #1400
Los Angeles CA 90071

Indianapolis Housing Police
501 North East Street B-2
Indianapolis India 46204

Investors Title Company
700 N Brand Blvd #1100
Glendale CA 91203

James Decker c/o S Boren Esq
5900 Wilshire Blvd #920
Los Angeles CA 90036

Law Off of Shalom Rubanowitz
8281 Melrose Ave #205
Los Angeles CA 90046

Law Offices of Goldfarb et al
15760 Ventura Blvd 19th Fl
Encino CA 91436

Media Print
3915 W Riverside Dr
Burbank CA 91505

NEC Financial Services LLC
1 Park 80 West 3rd Floor
Saddle Brook NJ 07663

Officia Imaging
7323 Engineer Road
San Diego CA 92111

Paul McDonnell
4080 Lemon St 1st Fl
Riverside CA 92502

Paul McDonnell
4080 Lemon St 1st Fl
Riverside CA 92502

Pitney Bowes
2225 American Dr
Neehah WI 54956

Proctor Financial Inc
295 Kirts Blvd
Troy MI 48084

S B S Trust Deed Network
31194 La Baya Dr #106
Westlake Village CA 91362

San Francisco Tax Collector
Post Office Box 7426
San Francisco 94120

Stewart Title Co
525 N Brand Blvd
Glendale CA 91203

Taft Stettinius & Hollister
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Cinn OH 95202-3957

Theodora Oringher Miller & Ric
2029 Century Park East 6th Fl
Los Angeles CA 90067

Thomas & Elliott
12400 Wilshire Blvd #400
Los Angeles CA 90025

Todd B Schumer
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Sherman Oaks CA 91403

Vacation Pools Inc
83900 Ave 45 Ste C
Indio CA 92201

Veronica Duran
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Los Angeles CA 90065

Warehouse Office & Paper Prod
11131 A Vanowen St
North Hollywood CA 91605

Wells Fargo
1740 Broadway
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