

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**
Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): 450 S Burlington Partners, 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):	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): 20-4105248	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): 2719 Wilshire Blvd., Suite 250 Santa Monica, CA	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 90403	ZIP CODE
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE

 Location of Principal Assets of Business Debtor (if different from street address above):
450 S. Burlington Ave., Los Angeles, CA

 ZIP CODE **90057**

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 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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13
Tax-Exempt Entity Check one box, if applicable <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)		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 house-hold 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 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). 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

- ☐ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☒ 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

1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Liabilities

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**THIS SPACE FOR
COURT USE ONLY**

Voluntary Petition

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

Name of Debtor(s):

450 S Burlington Partners, LLC

FORM B1, Page 2

Prior Bankruptcy Case 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:

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.)

☐ 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

Signature of Attorney for Debtor(s)

Date

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.

Statement 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 in 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(1)).

Voluntary Petition

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

Name of Debtor(s):

450 S Burlington Partners, LLC

FORM B1, Page 3

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 main 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 Attorney

X

/s/ Steven M. Spector

Signature of Attorney for Debtor(s)

Steven M. Spector

Printed Name of Attorney for Debtor(s)

Buchalter Nemer, a Professional Corporation

Firm Name

1000 Wilshire Blvd., Suite 155

Address

Los Angeles, California 90017-2457

(213) 891-0700

Telephone Number

3/2/2009

Date

51623

Bar Number

*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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Brett H. Daniels

Printed Name of Authorized Individual

Managing Member

Title of Authorized Individual

3/2/2009

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 19B 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.

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Steven M. Spector (State Bar No. 51623) BUCHALTER NEMER A Professional Corporation 1000 Wilshire Blvd., Suite 1500 Los Angeles, CA 90017-2457 Tel: (213) 891-0700/Fax: (213) 896-0400/Email: sspector@buchalter.com <input checked="" type="checkbox"/> Attorney for: Debtor	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: 450 S Burlington Partners, LLC <div style="text-align: right;">Debtor(s).</div>	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

- | | |
|---|----------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists | Date Filed: 3/2/2009 |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input type="checkbox"/> Other: _____ | Date Filed: _____ |

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.



Signature of Authorized Signatory of Filing Party

March 2, 2009

 Date

Brett H. Daniels

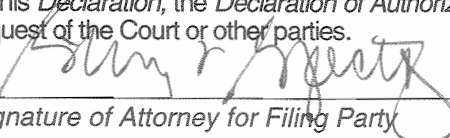
Printed Name of Authorized Signatory of Filing Party

Authorized Representative

Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.



Signature of Attorney for Filing Party

March 2, 2009

 Date

Steven M. Spector

Printed Name of Attorney for Filing Party

United States Bankruptcy Court

CENTRAL District Of CALIFORNIA

In re 450 S Burlington Partners, LLC,
Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

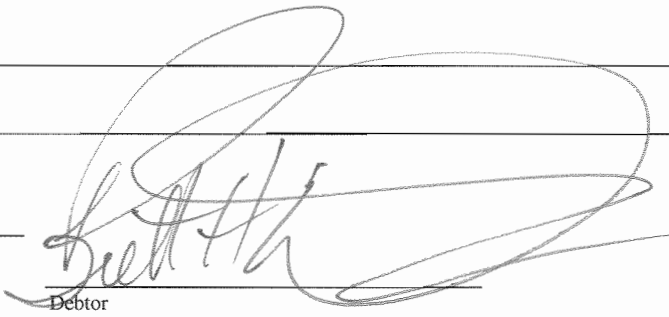
Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 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)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Urban Eco Housing 2719 Wilshire Blvd., 2nd Floor Santa Monica, CA 90403	Urban Eco Housing 2719 Wilshire Blvd., 2nd Floor Santa Monica, CA 90403 Tel: 310-586-1800	Trade	Unliquidated	25,000.00
Marathon Services, Inc. 9259 Eton Avenue Chatsworth, CA 91311	Marathon Services, Inc. 9259 Eton Avenue Chatsworth, CA 91311 Tel: 800-325-3130 Fax: 818-280-0191	Trade	Unliquidated	3,800.00
Peterberg Construction 22702 Califa Street Woodland Hills, CA 91367	Peterberg Construction 22702 Califa Street Woodland Hills, CA 91367 Tel: 818-715-0417 Tel: 818-307-5997	Trade		1,339.25
The Gas Company PO Box C Monterey Park, CA 91756	The Gas Company PO Box C Monterey Park, CA 91756 Tel: 800-427-2200	Trade		711.63
American Waste Industries PO Box 60009 City of Industry, CA 91716	American Waste Industries PO Box 60009 City of Industry, CA 91716 Tel: 818-768-1492 Fax: 818-768-1795	Trade		252.32

[Declaration as in Form 2]

American Waste Industries PO Box 60009 City of Industry, CA 917162	American Waste Industries PO Box 60009 City of Industry, CA 91716 Tel: 818-768-1492 Fax: 818-768-1795	Trade	252.32
Juan Carlos Covarrubias 1811 W. 39th Street Los Angeles, CA 90062	Juan Carlos Covarrubias 1811 W. 39th Street Los Angeles, CA 90062 Tel: 310-989-0776	Trade	65.00
AT&T Payment Center Sacramento, CA 95887	AT&T Payment Center Sacramento, CA 95887	Trade	63.73

Date: March 2, 2009



Debtor
450 S Burlington Partners, LLC
by Brett H. Daniels, Managing Member

[Declaration as in Form 2]

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).)

Not Applicable

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).)

None

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).)

Not Applicable

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

Executed at Los Angeles, California.

Dated March 2, 2009


Debtor

450 S Burlington Partners, LLC
by Brett H. Daniels, Managing Member
Joint Debtor

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

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

Name Steven M. SpectorAddress Buchalter Nemer, a Professional Corporation
1000 Wilshire Blvd., Suite 1500, Los Angeles, CA 90017-2457Telephone (213) 891-0700

- ☒ 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):

450 S Burlington Partners, 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 _____ 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: March 2, 2009
Debtor450 S Burlington Partners, LLC
by Brett H. Daniels, Managing Member_____
Attorney (if applicable)_____
Joint Debtor

450 S Burlington Partners LLC
2719 Wilshire Boulevard Suite 250
Santa Monica, CA 90403

Steven M Spector
Buchalter Nemer a Professional Corporation
1000 Wilshire Boulevard Suite 1500
Los Angeles, CA 90017-2457

United States Trustee
725 South Figueroa Street 26th Floor
Los Angeles, CA 90017

AmeriNational Community Services
PO Box 123
Downey, CA 90241

Victor Ritter
3600 S Harbor Boulevard #279
Oxnard, CA 93035

Los Angeles County Tax Collector
PO Box 54018
Los Angeles, CA 90054

American Waste Industries
PO Box 60009
City of Industry, CA 91716

AT&T Payment Center
Sacramento, CA 95887

Juan Carlos Covarrubias
1811 W 39th Street
Los Angeles, CA 90062

Joseph Kum
854 Riverside Drive
Monrovia, CA 91016

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

Peterberg Construction
22702 Califa Street
Woodland Hills, CA 91367

The Gas Company
PO Box C
Monterey Park, CA 91756

Urban Eco Housing
2719 Wilshire Boulevard 2nd Floor
Santa Monica, CA 90403

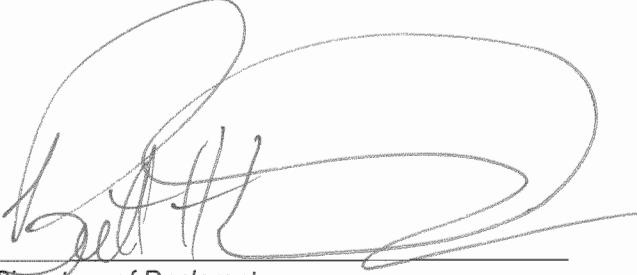
Marathon Services Inc
9259 Eton Avenue
Chatsworth, CA 91311

In re 450 S. Burlington Partners, LLC	CHAPTER 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:
450 South Burlington Avenue
Los Angeles, CA 90057
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):
Not Applicable
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):
8. Total number of attached pages of supporting documentation: _____
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 2nd day of March, 2009, at Los Angeles, California.

Brett H. Daniels
Type Name of Officer


Signature of Declarant

Managing Member
Position or Title of Officer

WRITTEN CONSENT OF THE BOARD OF MANAGERS OF 450 S BURLINGTON PARTNERS, LLC

As of this 2nd day of March 2009, the undersigned being all the members of the Board of Managers (the "Board") of 450 S Burlington Partners, LLC, a California limited liability company (the "Company"), hereby adopt, by this written consent (the "Written Consent"), the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board and direct that this Written Consent be filed with the minutes of the proceedings of the Board:

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

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

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

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

FURTHER RESOLVED, that the officers of the Company (the "Officers") be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents and to take any and all action which they deem necessary or proper to obtain such relief under the Bankruptcy Code; and that any such actions heretofore taken by the Officers on behalf of the Company are hereby ratified, approved, and confirmed; and it is

FURTHER RESOLVED, that the Officers of the Company be, and they hereby are, authorized to make decisions with respect to all aspects of the management and operation of the Company's business including, without limitation, organization, human resources, marketing, sales, logistics, finance, administration, oversight, of the prosecution of the Company's bankruptcy case, including, but not limited to, bankruptcy-related reporting requirements, filing of the Statement of Financial Affairs, Schedules to the bankruptcy petition, a chapter 11 plan and related disclosure statement, claims management, managing outside professionals, in such manner as deemed necessary or appropriate; and it is

FURTHER RESOLVED, that the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of BuchalterNemer, a professional corporation

("BuchalterNemer"), as bankruptcy counsel to represent the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed an appropriate application with the bankruptcy court to retain the services of BuchalterNemer; and it is

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

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

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

FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent on
March 2, 2009.



Brett H. Daniels



Scott A. Chaplan



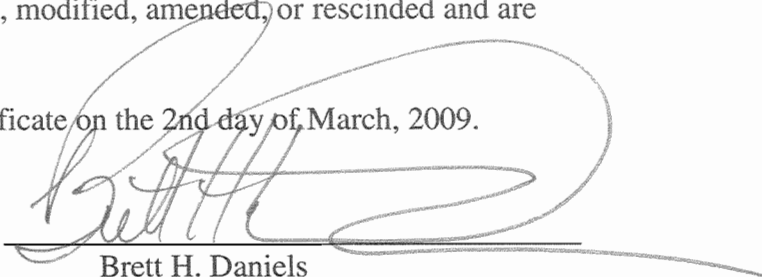
Daniel Newman
DAN

CERTIFICATE OF OFFICER

I, the undersigned, Managing Member of 450 S Burlington Partners, LLC, a California limited liability company (the "Company"), certify that:

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

In Witness Whereof, I have signed this Certificate on the 2nd day of March, 2009.



Brett H. Daniels

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Steven M. Spector 51623 BUCHALTER NEMER 1000 Wilshire Blvd. Los Angeles, CA 90017-2457 (213) 891-0700 (213) 896-0400 <input checked="" type="checkbox"/> Attorney for: 450 S. Burlington Partners, LLC	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: 450 S Burlington Partners, LLC <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, Steven M. Spector, 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:

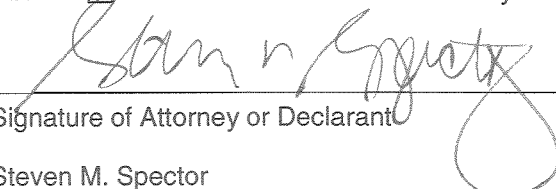
[Check the appropriate boxes and, if applicable, provide the required information.]

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:
 Triumvirate Partners, LLC
[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.



 Signature of Attorney or Declarant

Steven M. Spector
 Printed Name of Attorney or Declarant

March 2, 2009

 Date

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA

In re
450 S Burlington Partners, LLC

Case No.:

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

Debtor.

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follow:

For legal services, I have agreed to accept	\$	<u>Amount allowed by court</u>
Prior to the filing of this statement I have received	\$	<u>36,200.00</u>
Balance Due.....	\$	<u>Amount allowed by court</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (*specify*)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (*specify*)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed].

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services: non-bankruptcy services and litigation.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

3/2/2009
Date

/s/ Steven M. Spector
Signature of Attorney

Buchalter Nemer, a Professional Corporation
Name of Law Firm