

B1 (Official Form 1X1/08)

**United States Bankruptcy Court
Central District of California**

Voluntary Petition

| | |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): CREW CREATIVE ADVERTISING, 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) 95-4716200 | 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): 5700 Wilshire Boulevard, Ste 500 Los Angeles, CA | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 90036 | 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):

| | | |
|--|--|---|
| <p 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 checked="" 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 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 checked="" type="checkbox"/> Other</p> <hr/> <p 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 align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p 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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p> |
|--|--|---|

| | |
|--|--|
| <p align="center">Filing Fee (Check one box)</p> <p><input checked="" 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 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 checked="" 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> <hr/> <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> |
|--|--|

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

| | | | | | | | | | |
|--------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <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"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 |

Estimated Assets

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| <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"/> |
| \$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 |

Estimated Liabilities

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| <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"/> |
| \$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 |

THIS SPACE IS FOR COURT USE ONLY

| | | | |
|---|--|---|-------------|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): CREW CREATIVE ADVERTISING, LLC | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) | | | |
| Location Where Filed: - None - | | Case Number: | Date Filed: |
| Location Where Filed: | | Case Number: | Date Filed: |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) | | | |
| Name of Debtor: - None - | | 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>(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 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> | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| 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 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) | | | |
| <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 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. | | | |
| <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):
CREW CREATIVE ADVERTISING, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Steven T. Gubner
Signature of Attorney for Debtor(s)

Steven T. Gubner 156593
Printed Name of Attorney for Debtor(s)

Ezra Brutzkus Gubner LLP
Firm Name
21650 Oxnard Street, Suite 500
Woodland Hills, CA 91367

Address

(818) 827-9000 Fax: (818) 827-9099
Telephone Number

May 22, 2009 156593
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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ John Cain
Signature of Authorized Individual

John Cain
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

May 22, 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.

| | |
|---|---------------------------------------|
| Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Steven T. Gubner Ezra Brutzkus Gubner LLP 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367 (818) 827-9000 Fax: (818) 827-9099 156593 <input checked="" type="checkbox"/> Attorney for Debtor and Debtor In Possession | FOR COURT USE ONLY |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA | |
| In re: CREW CREATIVE ADVERTISING, 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: <u>5/22/09</u> |
| <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.

/s/ John Cain
Signature of Authorized Signatory of Filing Party

May 22, 2009
Date

John Cain
Printed Name of Authorized Signatory of Filing Party

CEO
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.

/s/ Steven T. Gubner
Signature of Attorney for Filing Party

May 22, 2009
Date

Steven T. Gubner
Printed Name of Attorney for Filing Party

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

**CERTIFICATE OF CEO/COO OF
CREW CREATIVE ADVERTISING, LLC,
A CALIFORNIA LIMITED LIABILITY COMPANY,
AUTHORIZING FILING OF PETITION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, JOHN MATTHEW CAIN, do hereby certify:

1. That I am the duly appointed and acting Chief Executive Officer ("CEO") and Chief Operating Officer ("COO") of CREW CREATIVE ADVERTISING, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY (the "Company").

2. That a special meeting of the Members of the Company was held at 10:30 A.M. PST on May 18, 2009, at the principal executive office of the Company, and all Members were in attendance and waived the requirement of written advance notice of the meeting.

3. At said meeting, the following resolutions were duly enacted by unanimous vote of the members, and the same remain in full force and effect, without modification, as of the date hereof:

RESOLVED, that the CEO/COO of the Company be, and he hereby is, authorized to determine, based upon events occurring subsequent to the date hereof and based upon the advice of counsel, whether it is desirable and in the best interests of the Company, its Members, creditors and other interested parties, that a Petition be filed by the Company under the provisions of Chapter 11 of the Bankruptcy Code;

RESOLVED, FURTHER, that, if the CEO/COO of the Company shall make such a determination, then a Petition under said Chapter 11 shall be filed substantially in the form attached hereto as Exhibit A, with such changes as the CEO/COO may, in his discretion, deem necessary or advisable (the "Petition");

RESOLVED, FURTHER, that the CEO/COO is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify the Petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California;

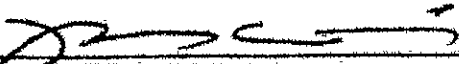
RESOLVED, FURTHER, that, the CEO/COO be, and he hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary and proper in connection with such proceedings under Chapter 11 of the Bankruptcy Code, and in that connection to retain and employ all assistance by legal counsel or

otherwise which he may deem necessary and proper with a view to the successful termination of such proceedings;

RESOLVED, FURTHER, that the firm of EZRA BRUTZKUS GUBNER, LLP ("EBG"), be retained as attorneys for the Company in connection with (i) advising and counseling the Company in its deliberations regarding the potential filing of the Petition, (ii) the institution of and maintaining of proceedings under Chapter 11 of the Bankruptcy Code, and (iii) all other matters related thereto and necessary or advisable in connection therewith, and that the CEO/COO be, and he hereby is, authorized and directed to enter into a retainer agreement with EBG and to pay retainer fees and other legal fees to EBG; and

RESOLVED, FURTHER, that any and all actions previously taken by the CEO/COO of the Company in furtherance of the foregoing resolutions, including but not limited to the retention of and payment to EBG, be and hereby are ratified and confirmed in all respects.

DATED: May 18, 2009



JOHN MATTHEW CAIN,
Chief Executive Officer and Chief Operating Officer

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).)

N/A

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).)

N/A

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

Executed at Los Angeles, CA, California.

/s/ John Cain

John Cain

Dated May 22, 2009

Debtor

Joint Debtor

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

| | |
|--|---------------------------------------|
| Attorney or Party Name, Address, Telephone & FAX Number, and California State Bar Number Steven T. Gubner 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367 (818) 827-9000 Fax: (818) 827-9099 California State Bar Number: 156593 Attorney for Debtor | FOR COURT USE ONLY |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA | |
| In re: CREW CREATIVE ADVERTISING, 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 T. Gubner, 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.

/s/ Steven T. Gubner
Signature of Attorney or Declarant

May 22, 2009
Date

Steven T. Gubner
Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

**United States Bankruptcy Court
Central District of California**

In re CREW CREATIVE ADVERTISING, LLC

Case No. _____

Debtor

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|-------------------|-------------------------|---|
| Charles Reimers 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% |
| Damon Wolf 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% (Terminated as of 5/20/09) |
| Ignacio Valdes 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% |
| Jennifer Cain 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% |
| John Cain 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% |
| Maria Reimers 5700 Wilshire Blvd., Ste 500 Los Angeles, CA 90036 | | 0.00 | 16.67% |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 22, 2009Signature /s/ John Cain

John Cain
CEO

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

**United States Bankruptcy Court
Central District of California**

In re CREW CREATIVE ADVERTISING, LLC

Debtor(s)

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; 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> |
| A. Epstein & Sons International Inc. 600 W. Fulton Street Chicago, IL 60661 | A. Epstein & Sons International Inc. 600 W. Fulton Street Chicago, IL 60661 312-545-9100 | Trade-Build Out | | 57,308.70 |
| Central Parking System 5750 Wilshire Blvd., P1 Level Los Angeles, CA 90036 | Central Parking System 5750 Wilshire Blvd., P1 Level Los Angeles, CA 90036 323-939-0994 | Trade-Parking Office Lease | | 43,081.50 |
| Color Incorporated 1600 Flower Street Glendale, CA 91201 | Color Incorporated 1600 Flower Street Glendale, CA 91201 818-240-1350 | Trade-Pass Thru | | 39,677.37 |
| Corbis Corporation 13159 Collections Center Drive Chicago, IL 60693 | Corbis Corporation 13159 Collections Center Drive Chicago, IL 60693 800-260-0444 | Trade-Pass Thru | | 64,689.00 |
| Facebook 156 University Ave Palo Alto, CA 94301 | Facebook 156 University Ave Palo Alto, CA 94301 | Trade-Pass Thru | | 49,999.39 |
| GE Capital PO BOX 31001-0497 Pasadena, CA 91110-0497 | GE Capital PO BOX 31001-0497 Pasadena, CA 91110-0497 800-821-3922 | Trade-Equipment | | 197,067.87 |
| Google, Inc. Dept 33654 PO BOX 3900 San Francisco, CA 94139 | Google, Inc. Dept 33654 PO BOX San Francisco, CA 94139 800-467-1894 | Trade-Pass Thru | | 49,816.12 |
| Hutchinson & Bloodgood LLP 7676 Hazard Center Drive, Ste 1150 San Diego, CA 92108 | Hutchinson & Bloodgood LLP 7676 Hazard Center Drive, Ste 1150 San Diego, CA 92108 818-637-5000 | Trade-Accountants | | 53,850.00 |

B4 (Official Form 4) (12/07) - Cont.

In re CREW CREATIVE ADVERTISING, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

| (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> |
| Mitchell Strausberg 835 Milwood Ave Venice, CA 90291 | Mitchell Strausberg 835 Milwood Ave Venice, CA 90291 310-301-2404 | Trade-Pass Thru | | 42,400.00 |
| Nerve.com, Inc. 520 Broadway, 9th Floor New York, NY 10012 | Nerve.com, Inc. 520 Broadway, 9th Floor New York, NY 10012 | Trade-Pass Thru | | 40,000.00 |
| One Source Facilities Grp. LLC 1036-D Bronxton Ave Los Angeles, CA 90024 | One Source Facilities Grp. LLC 1036-D Bronxton Ave Los Angeles, CA 90024 310-208-7272 | Trade-Furniture | | 47,360.40 |
| RR Reef America Reit II Corp. BBBB Dept 2805 Los Angeles, CA 90084 | Ms. Terri Reno RR Reef America Reit II Corp. BBBB Dept 2805 Los Angeles, CA 90084 323-939-0300 | Landlord/Office Lease | | 902,518.24' |
| Security Couriers, Inc. 13351-D Riverside Dr., #671 Sherman Oaks, CA 91423 | Security Couriers, Inc. 13351-D Riverside Dr., #671 Sherman Oaks, CA 91423 8181-789-3999 | Trade-Security Service | | 52,706.00 |
| Sheppard Mullin 333 South Hope Street 48th Floor Los Angeles, CA 90071-1448 | Sheppard Mullin 333 South Hope Street 48th Floor Los Angeles, CA 90071-1448 213-620-1780 | Trade-Legal | | 376,097.46 |
| Sierra Pacific Constructors 22466 Ventura Blvd. Woodland Hills, CA 91364 | Sierra Pacific Constructors 22466 Ventura Blvd. Woodland Hills, CA 91364 818-225-6000 | Trade-Build Out | | 673,609.94 |
| Systems Source, Inc. 2100 Main Street, Ste 100 Irvine, CA 92614-6238 | Systems Source, Inc. 2100 Main Street, Ste 100 Irvine, CA 92614-6238 949-852-0920 | Trade-Furniture | | 74,970.66 |
| United HealthCare Ins. Company 22561 Network Place Chicago, IL 60673-1225 | United HealthCare Ins. Company 22561 Network Place Chicago, IL 60673-1225 | Trade-Insurance | | 48,008.08 |
| Wells Fargo Equipment Finance NW-8178 PO BOX 1450 Minneapolis, MN 55485-8178 | Wells Fargo Equipment Finance NW-8178 PO BOX 1450 Minneapolis, MN 55485-8178 866-726-4714 | Trade-Equipment Lease | | 256,159.28 |
| West Coast Cable, Inc. 5535 Daniels Street Chino, CA 91710 | West Coast Cable, Inc. 5535 Daniels Street Chino, CA 91710 | Trade-Build Out | | 83,949.59 |

B4 (Official Form 4) (12/07) - Cont.

In re CREW CREATIVE ADVERTISING, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

| (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> |
| Zoic, Inc. 3582 Eastham Drive Culver City, CA 90232 | Zoic, Inc. 3582 Eastham Drive Culver City, CA 90232 310-838-0770 | Trade-Pass Thru | | 36,964.00 |

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 22, 2009Signature /s/ John Cain
John Cain
CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

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

| | |
|--|---|
| In re CREW CREATIVE ADVERTISING, LLC Debtor. | Case No.: <p align="center">DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</p> |
|--|---|

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 follows:

| | | |
|--|----|-----------|
| For legal services, I have agreed to accept..... | \$ | 50,000.00 |
| Prior to the filing of this statement I have received..... | \$ | 50,000.00 |
| Balance Due | \$ | 0.00 |

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. [Other provisions as needed]
 Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

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.

May 22, 2009
Date

/s/ Steven T. Gubner
 Steven T. Gubner
 Signature of Attorney
Ezra Brutzkus Gubner LLP
 Name of Law Firm
 21650 Oxnard Street, Suite 500
 Woodland Hills, CA 91367
 (818) 827-9000 Fax: (818) 827-9099

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

Name Steven T. Gubner

Address 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367

Telephone (818) 827-9000 Fax: (818) 827-9099

- 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: CREW CREATIVE ADVERTISING, 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 0 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 22, 2009

/s/ John Cain
 John Cain/CEO
 Signer/Title

Date: May 22, 2009

/s/ Steven T. Gubner
 Signature of Attorney
 Steven T. Gubner
 Ezra Brutzkus Gubner LLP
 21650 Oxnard Street, Suite 500
 Woodland Hills, CA 91367
 (818) 827-9000 Fax: (818) 827-9099

CREW CREATIVE ADVERTISING, LLC
5700 Wilshire Boulevard, Ste 500
Los Angeles, CA 90036

Steven T. Gubner
Ezra Brutzkus Gubner LLP
21650 Oxnard Street, Suite 500
Woodland Hills, CA 91367

A. Epstein & Sons
International Inc.
600 W. Fulton Street
Chicago, IL 60661

Central Parking System
5750 Wilshire Blvd., P1 Level
Los Angeles, CA 90036

Color Incorporated
1600 Flower Street
Glendale, CA 91201

Corbis Corporation
13159 Collections Center Drive
Chicago, IL 60693

David M. Cohen, Esq.
Liner Grode Stein Yankelevitz et al
1100 Glendon Ave, 14th Floor
Los Angeles, CA 90024

Facebook
156 University Ave
Palo Alto, CA 94301

GE Capital
PO BOX 31001-0497
Pasadena, CA 91110-0497

Google, Inc.
Dept 33654
PO BOX 3900
San Francisco, CA 94139

Hutchinson & Bloodgood LLP
7676 Hazard Center Drive, Ste 1150
San Diego, CA 92108

Mitchell Strausberg
835 Milwood Ave
Venice, CA 90291

Nerve.com, Inc.
520 Broadway, 9th Floor
New York, NY 10012

One Source Facilities Grp. LLC
1036-D Bronxton Ave
Los Angeles, CA 90024

RReef America Reit II
Corp. BBBB
Dept 2805
Los Angeles, CA 90084

Security Couriers, Inc.
13351-D Riverside Dr., #671
Sherman Oaks, CA 91423

Sheppard Mullin
333 South Hope Street
48th Floor
Los Angeles, CA 90071-1448

Sierra Pacific Constructors
22466 Ventura Blvd.
Woodland Hills, CA 91364

Systems Source, Inc.
2100 Main Street, Ste 100
Irvine, CA 92614-6238

United HealthCare Ins. Company
22561 Network Place
Chicago, IL 60673-1225

Wells Fargo Equipment Finance
NW-8178
PO BOX 1450
Minneapolis, MN 55485-8178

West Coast Cable, Inc.
5535 Daniels Street
Chino, CA 91710

Zoic, Inc.
3582 Eastham Drive
Culver City, CA 90232