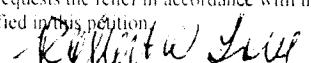


United States Bankruptcy Court CENTRAL DISTRICT OF CALIFORNIA		Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): Winchester Meadows, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):																					
All Other Names used by the Debtor in the 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): 26-4443497		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): 22861 Tindaya Mission Viejo, CA		Street Address of Joint Debtor (No. and Street, City, and State):																					
ZIP CODE 92692		ZIP CODE																					
County of Residence or of the Principal Place of Business: Orange County		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): Riverside County		ZIP CODE																					
<b>Type of Debtor</b> (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.) <hr/>	<b>Nature of Business</b> (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  <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13																					
		<b>Nature of Debts</b> (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																					
<b>Filing Fee</b> (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.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000.  <b>Check all applicable boxes:</b> <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).																					
<b>Statistical/Administrative Information</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td colspan="9">Debtor estimates that funds will be available for distribution to unsecured creditors.</td> </tr> <tr> <td><input type="checkbox"/></td> <td colspan="9">Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</td> </tr> </table>				<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.								
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<b>THIS SPACE IS FOR COURT USE ONLY</b>																							
<b>Estimated Number of Creditors</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>				<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"/>	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"/>														
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														
<b>Estimated Assets</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$10,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$10,001 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"/>														
\$0 to \$50,000	\$10,001 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														
<b>Estimated Liabilities</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$10,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$10,001 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"/>														
\$0 to \$50,000	\$10,001 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														

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Winchester Meadows, LLC	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (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.)		<b>Exhibit B</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).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<input type="checkbox"/> _____ Signature of Attorney for Debtor(s)      (Date) _____ <b>X</b>		
<b>Exhibit C</b> 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.			
<b>Exhibit D</b> (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.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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(1)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s) Winchester Meadows, LLC
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  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.		<b>Signature of a Foreign Representative</b>  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.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X	Signature of Debtor	
X	Signature of Joint Debtor	
Telephone Number (if not represented by attorney)		
Date		
X	 <b>Signature of Attorney*</b> Signature of Attorney for Debtor(s) Brendt C. Butler Printed Name of Attorney for Debtor(s) Rutan & Tucker, LLP Firm Name 611 Anton Boulevard, Suite 1400 Address Costa Mesa, CA 92626	
(714) 641-5100 Telephone Number August 24, 2009      Bar No. 211273 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.		
<b>Signature of Debtor (Corporation/Partnership)</b> 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 Robert W. Love Printed Name of Authorized Individual CEO of Winchester Meadows, LLC Title of Authorized Individual August 24, 2009 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.		
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Brendt C. Butler (Cal. Bar No. 211273) Rutan & Tucker, LLP Costa Mesa, CA 92626 Tel: (714) 641-5100, Fax: (714) 546-9035 <input checked="" type="checkbox"/> Attorney for Winchester Meadows, LLC		FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>		
In re:  Winchester Meadows, LLC	CASE NO.:  Debtor(s).	CHAPTER:  ADV. NO.:

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

Petition, statement of affairs, schedules or lists      Date Filed: August 25, 2009  
 Amendments to the petition, statement of affairs, schedules or lists      Date Filed: \_\_\_\_\_  
 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      August 24, 2009  
Date

Robert W. Love  
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.

  
Signature of Attorney for Filing Party      August 24, 2009  
Date

Brendt C. Butler  
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.  
 November 2006

**WRITTEN CONSENT OF MANAGING MEMBER  
OF  
WINCHESTER MEADOWS, LLC**

The undersigned member of Winchester Meadows, LLC ("Company"), being the managing member ("Managing Member") of the Company, hereby adopts the following resolutions, as authorized by applicable law and the Operating Agreement of the Company.

**WHEREAS**, the Managing Member has determined that it is in the best interests of the Company, its creditors, members and other interested parties for the Company to file a voluntary petition for relief, under chapter 11 of title 11 of the United States Code ("Bankruptcy Code"); therefore, it is

**RESOLVED**, that the Company be, and hereby is, authorized to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and it is

**RESOLVED**, that Robert W. Love in his capacity as CEO of the Company and President of the Managing Member, be and hereby is authorized to:

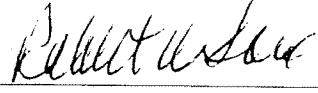
- a. Execute and verify or certify on behalf of the Company a petition under chapter 11 and to cause the same to be filed in the appropriate United States Bankruptcy Court at such time as he shall determine is appropriate; and
- b. Execute and file, or cause to be executed and filed, all petitions, schedules, lists, statements and other papers, and to take or direct any and all actions that he deems necessary, proper or desirable in connection with the chapter 11 case for the Company or any of its subsidiaries with view toward the successful completion of the case or cases; and
- c. Take or direct all actions, including, without limitation, the retention of counsel, accountants and such other professional persons on such terms and conditions as may be necessary or appropriate, and to exercise all rights, claims, remedies, privileges, and to perform, or cause to be performed, all duties and obligations, as the Company may have as a debtor under chapter 11 of the Bankruptcy Code and related rules, and to execute and deliver, or cause to be executed and delivered, all instruments, petitions, agreements, certificates and documents in connection therewith, in the name of and on behalf of the Company or any of its subsidiaries, as in his judgment may be necessary or appropriate to carry out the intent and to accomplish the purposes of these resolutions, and it is

**RESOLVED**, that the Company be, and hereby is, authorized to employ the law firm of Rutan & Tucker, LLP, or such other firm as may be appropriate, to represent the Company as bankruptcy counsel in the chapter 11 case for the Company.

Dated: August 24, 2009

R.K.E. COMPANIES, INC.  
as Managing Member of Winchester  
Meadows, LLC

By:

  
Robert W. Love  
President of R.K.E. Companies, Inc.

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Brendt C. Buller (Cal. Bar No. 211273) Rutan & Tucker, LLP 611 Anton Boulevard, Suite 1400 Costa Mesa, CA 9262 Tel: (714) 641-5100; Fax: (714) 546-9035 <input checked="" type="checkbox"/> Attorney for: Winchester Meadows, LLC		FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>		
In re: Winchester Meadows, LLC  Debtor(s).  Plaintiff(s).  Defendant(s)	CASE NO. _____	
	ADV. NO. _____	
	CHAPTER: _____	

**Corporate Ownership Statement Pursuant to  
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

*Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, 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, Robert W. Love, 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.]*

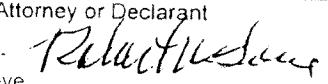
1. R.K.E. Companies, Inc.
2. Khalda Development, Inc.

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

8/24/09

Date

  
Robert W. Love

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.

1 RUTAN & TUCKER, LLP  
2 Brendt C. Butler (SBN 211273)  
2 [bbutler@rutan.com](mailto:bbutler@rutan.com)  
3 611 Anton Boulevard, Fourteenth Floor  
3 Costa Mesa, California 92626-1931  
4 Telephone: 714-641-5100  
4 Facsimile: 714-546-9035

5 Proposed Reorganization Counsel for  
6 Debtor and Debtor in Possession

7

8 UNITED STATES BANKRUPTCY COURT

9 CENTRAL DISTRICT OF CALIFORNIA

10 RIVERSIDE DIVISION

11 In re:

12 WINCHESTER MEADOWS, LLC.

13 Debtor.

14 Chapter 11

15 Case No.

16 **LIST OF CREDITORS HOLDING 20  
17 LARGEST UNSECURED CLAIMS  
18 PURSUANT TO FEDERAL RULE OF  
19 BANKRUPTCY PROCEDURE 1007(d);  
20 DECLARATION OF ROBERT W. LOVE IN  
21 SUPPORT THEREOF**

22 The above-captioned debtor ("Debtor") hereby submits the attached List of Creditors  
23 Holding 20 Largest Unsecured Claims Pursuant to Federal Rule of Bankruptcy Procedure 1007(d)  
24 ("List"). The List does not include (1) person who come within the definition of "insider" set forth  
25 in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the  
26 unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

27 ///

28 ///

29 ///

30 ///

1           The List was prepared by the Debtors with the assistance of its counsel based upon the  
2 ongoing review of its books and records. The List, therefore, is subject to amendment if additional  
3 information becomes known as a result of the ongoing review of the books and records.

4 Dated: August 24, 2009

RUTAN & TUCKER, LLP  
BRENDT C. BUTLER

5

6

By: /s/ Brendt C. Butler

7

Brendt C. Butler  
Proposed Reorganization Counsel for  
Debtor and Debtor in Possession

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**DECLARATION OF ROBERT W. LOVE**

I, Robert W. Love, declare as follows:

3           1. I am the CEO for the Debtor and the President of the Managing Member of the  
4 Debtor, R.K.E. Companies, Inc. The attached List of Creditors Holding 20 Largest Unsecured  
5 Claims ("List") is true and correct to the best of my information and belief based upon my review  
6 of the Debtor's books and records. If additional information becomes known as a result of the  
7 ongoing review of the Debtor's books and records, the List will be promptly amended.

8 I declare under penalty of perjury under the laws of the State of California that the  
9 foregoing is true and correct.

Executed this 24th day of August 2009, at Mission Viejo, California.

Robert W. Love  
Robert W. Love

**United States Bankruptcy Court**  
 CENTRAL District Of CALIFORNIA

In re Winchester Meadows, 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>
Pulte Home Corporation, a Michigan Corporation 2 Technology Dr. Irvine, CA 92618	Mark Kaushagen Tel: (949) 623-3726 Fax: (949) 623-3701	Contract Obligation/Deed of Trust	X	4,499,207.50
Salas & Giacinto, CPA 22934 El Toro Road Lake Forest, CA 92630	Tel: (949) 768-5181 Fax: (949) 768-1997	Tax Consultant Services	Unknown Amount	
County of Riverside Assessor-County P.O. Box 12004 Riverside, CA 92502-2204	Larry M. Ward Tel: (951) 955-6200	Taxes	Unknown Amount	
Gonzales Environmental Consulting, LLC 51-842 Avenida Diaz La Quinta, CA 92253	Tel: (760) 777-1621	Consultant Services	Unknown Amount	
Earth Construction a& Mining 11542 Knott Ave., Suite 10 Garden Grove, CA 92841	Tel: (714) 897-4326	Consultant Services	Unknown Amount	
Bond Safeguard Insurance Co. 1919 S. Highland Ave., Bldg. A, STE. 300 Lombard, IL 60148		Contract Obligation	Unknown Amount	

[Declaration as in Form 2]

Atkinson, Andelson, Loya,  
Rudd & Romo, a  
Professional Corporation  
12800 Center Court Dr.,  
Suite 300  
Cerritos, CA 90703

John James  
Tel: (562) 653-3200  
Legal Services

Date: 8-24-09

Rudd & Romo, a  
Debtors

*[Declaration as in Form 2]*

Party Name, Address, and Telephone Number (CA State Bar No. If Applicable) Brendt C. Butler (Cal. Bar No. 211273) Rutan & Tucker, LLP 611 Anton Blvd., Suite 1400 Costa Mesa, CA 92626 Tel: (714) 641-5100 Fax: (714) 546-9035	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT</b> <b>CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Winchester Meadows, LLC	CHAPTER 11
	CASE NUMBER
	Debtor.
	(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*):  
 22861 Tindaya  
 Mission Viejo, CA 92692
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:  
 22861 Tindaya  
 Mission Viejo, CA 92692
3. Disclose the current business address(es) for all corporate officers:  
 22861 Tindaya  
 Mission Viejo, CA 92692
4. Disclose the current business address(es) where the Debtor's books and records are located:  
 22861 Tindaya  
 Mission Viejo, CA 92692

In re Winchester Meadows, LLC	Debtor.	CHAPTER 11 CASE NUMBER
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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:  
Northwest corner of Newport Road / Domenigoni Pkwy. and Leon Road  
Menifee, Riverside County, CA 92584

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):

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):  
Robert W. Love  
CEO of Winchester Meadows, LLC and President of the Managing Member, R.K.E. Companies, Inc.

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 24 day of August, 2009, at Mission Viejo, California.

Robert W. Love  
Type Name of Officer

CEO  
Position or Title of Officer

  
Signature of Declarant

**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, his or her current or former domestic partner, 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).)

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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).)

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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).)

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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).)

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

Executed at Mission Viejo, California.

  
*[Handwritten signature of Debtor]*  
Debtor

Dated August 24, 2009

*[Handwritten signature of Joint Debtor]*  
Joint Debtor

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

In re Winchester Meadows, LLC	Case No.: _____
<b>DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</b>	
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 .....	\$ _____
Prior to the filing of this statement I have received .....	\$ <u>75,000.00</u>
Balance Due.....	\$ _____

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].

\*Rutan & Tucker, LLP has received a retainer in the amount of \$75,000 for services rendered for the above-captioned Debtor.

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

### 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.

August 24, 2009  
Date



*[Handwritten signature of Brendt C. Butler]*  
\_\_\_\_\_  
Signature of Attorney  
Brendt C. Butler

Rutan & Tucker, LLP  
Name of Law Firm

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

Name Brendt C. Butler  
Rutan & Tucker, LLP

Address 611 Anton Blvd., Suite 1400  
Costa Mesa, CA 92626

Telephone (714) 641-5100

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):

Winchester Meadows, 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 3 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: August 24, 2009

*Debtor*

/s/ Brendt C. Butler  
Attorney (if applicable)

*Joint Debtor*

Winchester Meadows LLC  
22861 Tindaya  
Mission Viejo, CA 92692

Brendt C Butler  
Rutan & Tucker LLP  
611 Anton Blvd Suite 1400  
Costa Mesa, CA 92626

United States Trustee  
3685 Main St Suite 300  
Riverside, CA 92501

Atkinson Andelson et al  
Professional Corporation  
12800 Cntr Court Dr Ste 300  
Cerritos, CA 90703

Bond Safeguard Insurance Co  
1919 S Highland Ave Bldg A Ste 300  
Lombard, IL 60148

County of Riverside Assessor  
PO Box 12004  
Riverside, CA 92502-2204

Earth Construction and Mining  
11542 Knott Ave Suite 10  
Garden Grove, CA 92841

Franchise Tax Board  
Attn Bankruptcy  
PO Box 2952  
Sacramento, CA 95812-2952

Gonzales Environmental  
51-842 Avenida Diaz  
La Quinta, CA 92253

Internal Revenue Service  
PO Box 21126  
Philadelphia, PA 19114

Khalda Development Inc  
22861 Tindaya  
Mission Viejo, CA 92692

Riverside County Treasurer  
PO Box 12005  
Riverside, CA 92502-2205

RKE Companies Inc  
22861 Tindaya  
Mission Viejo, CA 92692

Salas and Giacinto CPA  
22934 El Toro Road  
Lake Forest, CA 92630