

United States Bankruptcy Court Central District of California		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Pro D International, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba ProDesign International; ProDesign; Grund		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): EIN: 77-0331295		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) 6050 King Dr, Ste D Ventura, CA <div style="text-align: right;">ZIPCODE 93003</div>		Street Address of Joint Debtor (No. and Street, City, and State) <div style="text-align: right;">ZIPCODE</div>
County of Residence or of the Principal Place of Business: Ventura		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>
Location of Principal Assets of Business Debtor (if different from street address above):		<div style="text-align: right;">ZIPCODE</div>
<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.) _____	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u>Hair products</u>  <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 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <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 household 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 No. 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>Check one box: Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business 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 \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). ----- <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, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Main Document Page 2 of 6/ Name of Debtor(s): <b>Pro D International, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:	
Location Where Filed: <b>N.A.</b>	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: <b>NONE</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) Date</p>		
<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 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 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 non bankruptcy 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(1)).			

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

Name of Debtor(s):  
Pro D International, Inc.

**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 § 1515 of title 11 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/ Robert E. Hurlbett  
Signature of Attorney for Debtor(s)

ROBERT E. HURLBETT 149519  
Printed Name of Attorney for Debtor(s)

Hurlbett & Faucher  
Firm Name

3324 State Street, Suite O  
Address

Santa Barbara, CA 93105

(805) 963-9111 bob@hf-bklaw.com  
Telephone Number e-mail

6/9/2010  
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/ Lee Hunter  
Signature of Authorized Individual

LEE HUNTER  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

6/9/2010  
Date

**Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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.*

Hurlbett & Faucher  
Robert E. Hurlbett, SBN 149519  
3324 State Street, Suite O, Santa Barbara, CA 93105  
Ph (805) 963-9111 Fx (805) 963-2209

Main Document Page 4 of 67

Attorney for: Debtor

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

In re: PRO D INTERNATIONAL, INC.

CASE NO.:

CHAPTER: 11

Debtor(s).

ADV. NO.:

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

- Petition, statement of affairs, schedules or lists
- Amendments to the petition, statement of affairs, schedules or lists
- Other: \_\_\_\_\_

Date Filed: 6/10/10  
 Date Filed: \_\_\_\_\_  
 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.

Lee Hunter  
Signature of Authorized Signatory of Filing Party

6/9/10  
Date

Lee Hunter  
Printed Name of Authorized Signatory of Filing Party

President  
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.

Robert E. Hurlbett  
Signature of Attorney for Filing Party

6/9/10  
Date

Robert E. Hurlbett  
Printed Name of Attorney for Filing Party

**Exhibit "A"**

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

*[Caption as in Form 16B]*

**Exhibit "A" to Voluntary Petition**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is N/A.

2. The following financial data is the latest available information and refers to the debtor's condition on 3/31/2010.

a. Total assets \$ 181,459

b. Total debts (including debts listed in 2.c., below) \$ 579,354

c. Debt securities held by more than 500 holders. Approximate  
Number  
of holders

secured  unsecured  subordinated \$ \_\_\_\_\_

secured  unsecured  subordinated \$ \_\_\_\_\_

secured  unsecured  subordinated \$ \_\_\_\_\_

secured  unsecured  subordinated \$ \_\_\_\_\_

secured  unsecured  subordinated \$ \_\_\_\_\_

d. Number of shares of preferred stock \_\_\_\_\_

e. Number of shares common stock 2,000,000 28

Comments, if any:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Brief description of debtor's business:  
Debtor manufactures and sells hair care products.  
\_\_\_\_\_  
\_\_\_\_\_

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
Lee Hunter (36% ownership), Wayne Grund (36% ownership-disputed)  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS OF  
PRO D INTERNATIONAL, INC.

I certify that the following resolution was unanimously adopted by the Board of Directors of Pro D International, Inc., a California Corporation, without a meeting pursuant to the California Corporations Code and the bylaws of the corporation:

**RESOLVED** that the corporation promptly file a voluntary petition pursuant to Chapter 11 of Title 11 (the Bankruptcy Code) in the Northern Division of the Central District of California; and

**RESOLVED FURTHER** that the corporation employ the law partnership of Hurlbett & Faucher to represent it in the contemplated bankruptcy proceedings; and

**RESOLVED FURTHER** that Lee Hunter, President, is hereby authorized to sign all documents of the corporation in connection with the contemplated bankruptcy proceedings.

DATED: June 9, 2010



\_\_\_\_\_  
Lee Hunter, President

HURLEBTT & FAUCHER Robert E. Huribett, SBN 149519 3324 State Street, Suite O Santa Barbara, CA 93105 Ph (805) 963-9111, Fax (805) 963-2209 <input checked="" type="checkbox"/> Attorney for: Debtor	
<b>UNITED STATES BANKRUPTCY COURT                  CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: PRO D INTERNATIONAL, INC.	CASE NO.:  ADV. NO.:  CHAPTER: 11
Debtor(s),  Plaintiff(s),  Defendant(s).	

**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, Lee Hunter, 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.

  
 Signature of Attorney or Declarant

6/9/10  
 Date

Lee Hunter  
 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 Pro D International, Inc.,  
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>
Central Valley Supply 711 Mountain View Ave P.O. Box 7199 Oxnard, CA 93031	Mark Vajcovec P.O. Box 7199 Oxnard, CA 93031 805-483-3004	Trade Debt		6,067.00
Premiere Staffing 500 Esplanade Drive #990 Oxnard, CA 93030	Jerry Underwood 500 Esplanade Drive #990 Oxnard, CA 93030 805-485-3006	Temporary Staff		6,675.00



(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Ross Organic Specialty Sales, Inc. 44388 S. Grimmer Blvd. Fremont , CA 94538	Ross Organic Specialty Sales, Inc. 44388 S. Grimmer Blvd. Fremont , CA 94538 562-236-5700	Trade Debt		6,694.00
Croda P.O. Box 31445 Hartford, CT 06150-1445	Janet Lindsey P.O. Box 31445 Hartford, CT 06150-1445 732-692-1416	Trade debt		7,847.00
Incuvation Consulting, LLC 116 Apple Valley Rd Stanford, CT 06903	Alan Stockman 116 Apple Valley Rd Stanford, CT 06903 203-329-0784	Trade Debt		8,500.00
Goldenrod Printing Company, Inc 2801 Cornhusker Hwy Lincoln, NE 68504-1545	Karen 2801 Cornhusker Hwy Lincoln, NE 68504-1545 402-464-2128	Trade debt		9,000.00
Mary Martin 11575 Missouri Ave, Unit 10 Los Angeles, CA 90025	Mary Martin 11575 Missouri Ave, Unit 10 Los Angeles, CA 90025 310-880-9819	Marketing Services		10,140.00
American Express 777 American Expressway Ft Lauderdale, FL 33337-0001	American Express 777 American Expressway Ft Lauderdale, FL 33337-0001 877-258-3254	Credit card purchases		10,500.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Catanese & Wells 31255 Cedar Valley Dr Ste 213 Westlake Village, CA 91362	Randy Cantanese 31255 Cedar Valley Dr Ste 213 Westlake Village, CA 91362 818-707-0407	Legal services		12,000.00
Municipal Packaging, Inc 9980 Glenoaks Blvd., Suite E Sun Valley, CA 91352	Gary Greene 9980 Glenoaks Blvd., Suite E Sun Valley, CA 91352 818-768-6515	Trade Debt		18,247.00
Cosmetic Technologies 2585 Azurite Circle Newbury Park, CA 91320	Ron Lewis 2585 Azurite Circle Newbury Park, CA 91320 805-376-9960	Trade Debt		18,737.00
Classic Distributing Company 11353 Bradley Avenue Pacoima, CA 91331	Classic Distributing Company 11353 Bradley Avenue Pacoima, CA 91331 818-367-4475	Trade Debt		18,990.00
Grund Development Corporation, Inc. 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada	Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516 310-575-0800	Trademark dispute	Unliquidated Disputed	20,000.00
Express Employment Professionals File 749073 Los Angeles, CA 90074-9073	Steven A Booska, Esq. 250 Montgomery St, Ste 720 San Francisco, CA 94104 415-397-4345	Temporary staff		20,961.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Phoenix Chemical 60 Fourth Street Somerville, N.J. 08876	Phoenix Chemical 60 Fourth Street Somerville, N.J. 08876 908-707-0232	Trade Debt		23,104.00
Chicago Aerosol 1300 North Street Coal City, IL 60416	Matthew J. Mueller Cortina, Mueller & Frobish, P.C. 124 W. Washington Street Morris, IL 60450 815-942-0635	Trade Debt		25,742.00
Bria Research Labs, Inc. 1920 Industrial Dr Libertyville, IL 60048	Arun Nandagiri 1920 Industrial Dr Libertyville, IL 60048 866-343-2742	Trade debt		26,775.00
Cosmetic House International Corp 141 Bernoulli Circle Oxnard, CA 93030	Dwight 141 Bernoulli Circle Oxnard, CA 93030  805-278-2844	Trade Debt		34,125.00
Wayne Grund 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada	Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516 310-575-0800	Use of Trademark		38,000.00
Compax PO Box 27287 Salt Lake City, UT 84127	Michael Midjeski PO Box 27287 Salt Lake City, UT 84127  801-983-2200	Trade debt		134,626.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 6/9/2010

Signature /s/ Lee Hunter  
LEE HUNTER,  
President

## **LIST OF EQUITY SECURITY HOLDERS**

### **In re Pro D International, Inc.**

Al Switzer  
23 Belaire Ave  
Langhorne, PA 19047

Shawn & Shelly Anstine  
1698 Marigold  
Redding, CA 96003

Jimmy Armstrong  
Salon Avatar  
3625 Kavanaugh  
Little Rock, AR 72205

James Chan  
9521 Cape Sable Ln  
Las Vegas, NV 89117

Gayle Christofferson  
44781 Baywood Dr  
Mendocino, CA 95460

Michael Cole  
1381 Summit Ave  
St. Paul, MN 55105

John Fagone  
22 Atlantic Ave  
Marblehead, MA 01945

Paul and James Gretshel  
Paul James Hair, Inc.  
556-16 Route- 25 A  
St. James, NY 11780

Lee Hagelshaw  
177 Post St  
San Francisco, CA 94108

J.D. Hunter, J. D.  
8210 Holly Oak St  
Citrus Heights, CA 95610

Lee Hunter  
500 Rancho Vista Ln  
Santa Paula, CA 93060

Kent Huntington  
Huntington's Salon  
South Cedar Mall  
Owatonna, MN 55060

Mary Martin  
11575 Missouri Ave  
Los Angeles, CA 90025

John Nichols  
1056 Denston Dr  
Ambler, PA 19002

Janice Webb  
J International  
1701 E Gate Trail  
Stone Mountain, GA 30087

Alberto Pantaleo  
1775 Avenue Rd  
Toronto, ON M5M3Y  
Canada

Cindy Rabe  
City Looks  
18202 Minnetonka Blvd  
Wayzata, MN 55391

Robert Reid  
P O Box 170  
Pinellas Park, FL 34664

Leighton Reid  
P O Box 170  
Pinellas Park, FL 34664

Jane Roman  
2770 Lennox Rd  
Atlanta, GA 30324

Richard Stewart  
2996 Gradyville Rd  
Broomall, PA 19008

Alice Theil  
1009 West Chester Pike  
West Chester, PA 19382

Christine Theil  
1009 West Chester Pike  
West Chester, PA 19382

Karin Theil  
1009 West Chester Pike  
West Chester, PA 19382

Michael Theil  
1009 West Chester Pike  
West Chester, PA 19382

Peter Theil  
1009 West Chester Pike  
West Chester, PA 19382

John Yokarinis  
235 Roseland Crescent  
Burlington, ON L7N1S4  
Canada

Tom Zemplak  
19 Deborah Crescent  
Saskatoon, SK S7J2W9  
Canada



Party Name, Address and Telephone Number <i>(CA State Bar No. if Applicable)</i> HURLEBTT & FAUCHER Robert E. Hurlbett, SBN 149519 John D. Faucher, SBN 232050 3324 State Street, Suite O Santa Barbara, CA 93105 805-963-9111 FAX: 805-963-2209 bob@hf-bklaw.com	FOR COURT USE ONLY
<p align="center"><b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b></p>	
In re: PRO D INTERNATIONAL, INC.          Debtor.	CHAPTER 11  CASE NUMBER     (No Hearing Required)

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

*\*Attach additional sheets as necessary and indicate so in each section\**

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (*from Form S0100, S0200, or S0300*):  
 6050 KING DR STE #D  
 VENTURA, CA 93003
  
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:  
 6050 KING DR STE #D  
 VENTURA, CA 93003
  
3. Disclose the current business address(es) for all corporate officers:  
 6050 KING DR STE #D  
 VENTURA, CA 93003
  
4. Disclose the current business address(es) where the Debtor's books and records are located:  
 6050 KING DR STE #D  
 VENTURA, CA 93003

In re	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:

6050 KING DR STE #D  
VENTURA, CA 93003

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):

N/A

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (*specify*):

Lee Hunter, President  
500 RANCHO VISTA LN  
SANTA PAULA, CA 93060-9768

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 9<sup>th</sup> day of June, 2010, at Santa Barbara, California.

Lee Hunter  
Type Name of Officer

  
Signature of Declarant

President  
Position or Title of 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, 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).)

N/A

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 Santa Barbara, California.

*Lee Hunter, President*  
*PROD Int'l, Lee Hunter*  
Debtor

Dated 6/9/10

Joint Debtor

**B6 Summary (Official Form 6 - Summary) (12/07)**

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

In re Pro D International, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

**AMOUNTS SCHEDULED**

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 181,459.00		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 75,066.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	9		\$ 504,288.00	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
<b>TOTAL</b>		20	\$ 181,459.00	\$ 579,354.00	

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

In re Pro D International, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. §101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

**State the Following:**

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; <b>OR</b> , Form 22B Line 11; <b>OR</b> , Form 22C Line 20 )	\$ N.A.

**State the Following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ N.A.
4. Total from Schedule F		\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ N.A.

**B6 Cover (Form 6 Cover) (12/07)**

## **FORM 6. SCHEDULES**

Summary of Schedules

Statistical Summary of Certain Liabilities and Related Data (28 U.S.C. § 159)

Schedule A - Real Property

Schedule B - Personal Property

Schedule C - Property Claimed as Exempt

Schedule D - Creditors Holding Secured Claims

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule G - Executory Contracts and Unexpired Leases

Schedule H - Codebtors

Schedule I - Current Income of Individual Debtor(s)

Schedule J - Current Expenditures of Individual Debtor(s)

Unsworn Declaration under Penalty of Perjury

**GENERAL INSTRUCTIONS:** The first page of the debtor's schedules and the first page of any amendments thereto must contain a caption as in Form 16B. Subsequent pages should be identified with the debtor's name and case number. If the schedules are filed with the petition, the case number should be left blank

Schedules D, E, and F have been designed for the listing of each claim only once. Even when a claim is secured only in part or entitled to priority only in part, it still should be listed only once. A claim which is secured in whole or in part should be listed on Schedule D only, and a claim which is entitled to priority in whole or in part should be listed on Schedule E only. Do not list the same claim twice. If a creditor has more than one claim, such as claims arising from separate transactions, each claim should be scheduled separately.

Review the specific instructions for each schedule before completing the schedule.

In re Pro D International, Inc. Debtor Case No. \_\_\_\_\_ (If known)

### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total 0.00

(Report also on Summary of Schedules.)

In re Pro D International, Inc.

Case No. \_\_\_\_\_

Debtor

(If known)

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Cash on hand In debtor's possession		0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Citi checking account In financial institution  Santa Barbara Bank & Trust checking account In financial institution		370.00  8,648.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, Pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			



In re Pro D International, Inc. Case No. \_\_\_\_\_  
 Debtor (If known)

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		Accounts receivable as of May 31, 2010 In debtor's possession		91,455.00
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.		Employee advances In debtor's possession		1,886.00
		Prepaid expenses In debtor's possession		3,100.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		City of Ventura Business Tax Certificate In debtor's possession		0.00
		California Seller's Permit In debtor's possession		0.00

In re Pro D International, Inc.

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment In debtor's possession		1,000.00
		Software In debtor's possession		0.00
29. Machinery, fixtures, equipment, and supplies used in business.		Hardware In debtor's possession		8,000.00
		Machinery and equipment In debtor's possession		6,000.00
30. Inventory.		Inventory In debtor's possession		61,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

0 continuation sheets attached Total

\$ 181,459.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re Pro D International, Inc.

Case No. \_\_\_\_\_  
(If known)

Debtor

### SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450\*.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

\*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**B6D (Official Form 6D) (12/07)**

In re Pro D International, Inc.,  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 6028 Santa Barbara Bank & Trust Pacific Capital Bank, N.A. PO Box 60839 Santa Barbara, CA 93160-0839	X	Incurred: 12/2007 Lien: Security agreement Security: All corporate assets  VALUE \$ 599,194.67				75,066.00	0.00
ACCOUNT NO.							
ACCOUNT NO.							

0 continuation sheets attached

Subtotal (Total of this page)	\$ 75,066.00	\$ 0.00
Total (Use only on last page)	\$ 75,066.00	\$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re Pro D International, Inc.  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

\*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**B6E (Official Form 6E) (04/10) - Cont.**

In re Pro D International, Inc.  
Debtor

Case No. \_\_\_\_\_  
(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

*\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above..)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.  FTB PO Box 2952 Sacramento, CA 95812		Notice purposes only				0.00	0.00	0.00
ACCOUNT NO.  IRS Centralized Insolvency Ops PO Box 21126 Philadelphia, PA 19114-0326		Notice purposes only				0.00	0.00	0.00
ACCOUNT NO.  								
ACCOUNT NO.  								

Sheet no. 1 of 1 continuation sheets attached to Schedule of  
Creditors Holding Priority Claims

Subtotal ➤ \$ 0.00 \$ \$

(Totals of this page)

Total ➤ \$ 0.00

(Use only on last page of the completed  
Schedule E.) Report also on the Summary  
of Schedules)

Totals ➤ \$ 0.00 \$ 0.00 \$ 0.00

(Use only on last page of the completed  
Schedule E. If applicable, report also on  
the Statistical Summary of Certain  
Liabilities and Related Data.)

B6F (Official Form 6F) (12/07)

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Advantage Personnel, Inc. 630 North Cotner Blvd #100 Lincoln, NE 68505		Incurred: 11/2009 Consideration: Temporary staff				603.00
ACCOUNT NO. Agilex Flavors and Fragrances 1328 Paysphere Cir Chicago, IL 60674		Incurred: 08/2008 Consideration: Trade debt				3,370.00
ACCOUNT NO. Alzo, Inc. 650 Jernee Mill Rd Sayrevill, NJ 08872		Incurred: 07/2009 Consideration: Trade debt				4,680.00
ACCOUNT NO. American Express 777 American Expressway Ft Lauderdale, FL 33337-0001		Incurred: 12/2009 Consideration: Credit card purchases				10,500.00
Subtotal						\$ 19,153.00
Total						\$

8 continuation sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data.)

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B6F (Official Form 6F) (12/07) - Cont.

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Art Glass 3111 Golf Course Dr Ventura, CA 93003		Incurred: 2/26/2010 Consideration: Security deposit owed to former sub-lessee			X	4,200.00
ACCOUNT NO. Avalara 435 Erickson Ave NE Bainbridge Island, WA 98110		Incurred: 01/2009 Consideration: Sales tax services				4,175.00
ACCOUNT NO. Bell Flavors & Fragrances, Inc 9104 Payshere Circle Chicago, IL 60674		Incurred: 12/2008 Consideration: Trade debt				2,980.00
ACCOUNT NO. Bria Research Labs, Inc. 1920 Industrial Dr Libertyville, IL 60048		Incurred: 09/2008 Consideration: Trade debt				26,775.00
ACCOUNT NO. C2C Resources Collection 56 Perimeter Center East Atlanta, GA 30346		Collector for Agilex Favlors and Fragrances Collector for Estes				0.00

Sheet no. 1 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal > \$ 38,130.00

Total > \$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Catanese & Wells 31255 Cedar Valley Dr Ste 213 Westlake Village, CA 91362		Incurred: 12/2009 Consideration: Legal services				12,000.00
ACCOUNT NO. Central Valley Supply 711 Mountain View Ave P.O. Box 7199 Oxnard, CA 93031		Incurred: 10/2009 Consideration: Trade debt				6,067.00
ACCOUNT NO. 0153 Chicago Aerosol 1300 North Street Coal City, IL 60416		Incurred: 09/2009 Consideration: Trade debt				25,742.00
ACCOUNT NO. Classic Distributing Company 11353 Bradley Avenue Pacoima, CA 91331		Incurred: 09/2009 Consideration: Trade debt				18,990.00
ACCOUNT NO. Compax PO Box 27287 Salt Lake City, UT 84127		Incurred: 10/2009 Consideration: Trade debt				134,626.00

Sheet no. 2 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal ▶ \$ 197,425.00

Total ▶ \$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Cosmetic House International Corp 141 Bernoulli Circle Oxnard, CA 93030		Incurred: 06/2009 Consideration: Trade debt				34,125.00
ACCOUNT NO. Cosmetic Technologies 2585 Azurite Circle Newbury Park, CA 91320		Incurred: 06/2009 Consideration: Trade debt				18,737.00
ACCOUNT NO. Croda P.O. Box 31445 Hartford, CT 06150-1445		Incurred: 09/2009 Consideration: Trade debt				7,847.00
ACCOUNT NO. Dell Business Credit Payment Processing Center PO Box 5275 Carol Stream, IL 60197-5275		Incurred: 03/2007 Consideration: Computer equipment				1,525.00
ACCOUNT NO. Digital Dolphin Supplies 811 N. Catalina Avenue #1104 Redondo Beach, CA 90277		Incurred: 10/2009 Consideration: Office supplies				584.00

Sheet no. 3 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal ▶ \$ 62,818.00

Total ▶ \$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Drug Cosmetic Sales Corp. 1065 S.W. 15th Ave. Ste.#7 Delray Beach, FL 33444		Incurred: 09/2009 Consideration: Trade debt				1,600.00
ACCOUNT NO. DWA (Red Deer) Ltd. 7439 49th Avenue Crecent, Unit #5 Red Deer, Alberta, T4P1X6 Canada		Incurred: 07/2009 Consideration: Settlement of lawsuit				3,000.00
ACCOUNT NO. Estes Express Freight 391 West Broad St Richmond, VA 23230		Incurred: 02/2009 Consideration: Shipping services				992.00
ACCOUNT NO. Express Employment Professionals File 749073 Los Angeles, CA 90074-9073		Incurred: 04/2009 Consideration: Temporary staff Collection suit pending				20,961.00
ACCOUNT NO. Gene Diamond 1415 Lawrence Drive Newbury Park, CA 91320		Incurred: 01/2007 Consideration: Trade debt				6,038.00

Sheet no. 4 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal	\$	32,591.00
Total	\$	

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(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Goldenrod Printing Company, Inc 2801 Cornhusker Hwy Lincoln, NE 68504-1545		Incurred: 02/2006 Consideration: Trade debt				9,000.00
ACCOUNT NO. Grund Development Corporation, Inc. 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada		Incurred: 12/2008 Consideration: Use of trademark; Breach of contract, intellectual property suit pending		X	X	20,000.00
ACCOUNT NO. Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516		Representing Grund Development Corp; Representing Wayne Grund				0.00
ACCOUNT NO. Incuvation Consulting, LLC 116 Apple Valley Rd Stanford, CT 06903		Incurred: 01/2009 Consideration: trade debt				8,500.00
ACCOUNT NO. Lipo Chemicals, Inc. PO Box 822048 Philadelphia, PA 19182-2048		Incurred: 03/2009 Consideration: Trade debt				5,237.00

Sheet no. 5 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal ▶ \$ 42,737.00

Total ▶ \$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Mary Martin 11575 Missouri Ave, Unit 10 Los Angeles, CA 90025		Incurred: 12/2008 Consideration: Marketing services				10,140.00
ACCOUNT NO. Mass & Montes, LLP Attorneys at Law 10100 Santa Monica Blvd., Suite 300 Los Angeles, CA 90067		Representing DWA (Red Deer) Ltd.				0.00
ACCOUNT NO. Matthew J. Mueller Cortina, Mueller & Frobish, P.C. 124 W. Washington Street Morris, IL 60450		Representing Chicago Aerosol				0.00
ACCOUNT NO. Municipal Packaging, Inc 9980 Glenoaks Blvd., Suite E Sun Valley, CA 91352		Incurred: 04/1996 Consideration: Trade debt				18,247.00
ACCOUNT NO. Phoenix Chemical 60 Fourth Street Somerville, N.J. 08876		Incurred: 09/2009 Consideration: Trade debt				23,104.00

Sheet no. 6 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal	\$	51,491.00
Total	\$	

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Premiere Staffing 500 Esplanade Drive #990 Oxnard, CA 93030		Incurred: 12/2007 Consideration: Temporary staff				6,675.00
ACCOUNT NO. Reliant Computers 4311 Alcove Ave. #4 Studio City, CA 91604		Incurred: 06/2009 Consideration: Computer equipment				706.00
ACCOUNT NO. Riff Color 15030 Ventura Blvd, #358 Sherman Oaks, CA 91403		Incurred: 08/2009 Consideration: Trade debt				4,339.00
ACCOUNT NO. Ross Organic Specialty Sales, Inc. 44388 S. Grimmer Blvd. Fremont, CA 94538		Incurred: 09/2009 Consideration: Trade debt				6,694.00
ACCOUNT NO. Roth International Ventures, LLC Flex Shear Systems 360 13406 Seymour Myers Blvd. #30 Covington, LA 70433		Incurred: 01/2009 Consideration: Trade debt				795.00

Sheet no. 7 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal	\$	19,209.00
Total	\$	

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Steven A Booska, Esq. 250 Montgomery St, Ste 720 San Francisco, CA 94104		Representing Express Employment Professionals				0.00
ACCOUNT NO. Vanguard Printing 220 Bernoulli Circle Oxnard, CA 93030		Incurred: 12/2008 Consideration: Trade debt				2,734.00
ACCOUNT NO. Wayne Grund 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada		Incurred: 12/2008 Consideration: Use of trademark				38,000.00
ACCOUNT NO.						
ACCOUNT NO.						

Sheet no. 8 of 8 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal	\$ 40,734.00
Total	\$ 504,288.00

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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In re Pro D International, Inc.

Case No. \_\_\_\_\_

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Grund Development Corp. C/O Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516	Permission to use Grund trademark. Total fees of \$1,080,000 to be paid over time.
MBL Properties Louis Wolff 2550 Overland Ave, Ste 200 Los Angeles, CA 90064-3346	Lease of warehouse at 6050 King Dr, #D Ventura, CA 93003 \$9,978 /mo plus CAM \$2,998

In re Pro D International, Inc. Case No. \_\_\_\_\_  
Debtor (if known)

### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Lee & Sharon Hunter 500 Rancho Vista Ln Santa Paula, CA 93060	Santa Barbara Bank & Trust Pacific Capital Bank, N.A. PO Box 60839 Santa Barbara, CA 93160-0839

Pro D International, Inc.

In re \_\_\_\_\_ Case No. \_\_\_\_\_  
Debtor (If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_ Signature: \_\_\_\_\_ Debtor:

Date \_\_\_\_\_ Signature: \_\_\_\_\_ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

\_\_\_\_\_  
\_\_\_\_\_

Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

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 signed 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.

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

I, the President [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Pro D International, Inc. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 22 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 6/9/2010

Signature: /s/ Lee Hunter

LEE HUNTER

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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.

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UNITED STATES BANKRUPTCY COURT
Central District of California

In Re Pro D International, Inc.

Case No. (if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
[ ]

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Table with 3 columns: Year, Amount, Source. Rows for 2010, 2009, and 2008.

**2. Income other than from employment or operation of business**

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT		SOURCE
2010	\$0	N/A
2009	\$36,340	Sublease of portion of warehouse
2008	\$0	N/A

**3. Payments to creditors**

None

Complete a. or b., as appropriate, and c.

*a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

*b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

\*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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Compax 389 S Orange St Salt Lake City, UT 84104	3/16/2010	\$20,000	\$139,237
MBL Golf Course, LLC 550 Overland Ave, Ste 200 Los Angeles, CA 90064-3346	03/2010 - 06/2010	\$53,602	Lease

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Paychex 5280 Valentine Rd, Ste 120 Ventura, CA 93003	3/2010 -	\$6,846.04	\$0.00
Santa Barbara Bank & Trust Pacific Capital Bank, N.A. PO Box 60839 Santa Barbara, CA 93160-0839	03/2010 - 06/2010	\$14,470.68	\$75,066.37
Scott Williams, Attorney 299 W Hillcrest Dr #116 Thousand Oaks, CA 91360	3/2010 - 05/2010	\$7,350	\$0.00
DNA Development, Inc. DJ Moran Box 939 Martensville, SK S0K2T0 Canada	03/2010 - 06/2010	\$13,102.00	\$0.00
Hurlbett & Faucher 3324 State Street,Suite O Santa Barbara, CA 93105	5/2010	\$41,350.00	0.00
Melissa Porter 3746 Wayside Rd Kingston, GA 30145	03/2010 - 06/2010	\$9,185.98	\$0.00
UPS PO Box 650580 Dallas, TX 75265	2/20/2010 - 5/18/2010	\$14,154.73	\$0.00
Cosmetic Technologies 2585 Azurite Cir Newbury Park, CA 91320	3/15/2010 - 5/18/2010	\$7,957.30	\$18,737.00
Riff Color 15030 Ventura Blvd #358 Shermna Oaks, CA 91403-5470	3/10/2010 - 5/18/2010	\$14,178.00	\$4,339.00
Cosmetic House International Corp 141 Bernoulli Circle Oxnard, CA 93030	2/22/2010 - 5/18/2010	\$9,165.16	\$34,125.00

None

*c. All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Lee Hunter 500 Rancho Vista Ln Santa Paula, CA 93060 (Payroll and expense reimbursements) Relationship: President	06/2009 - 06/2010	\$81,865	\$0.00
Sharon Hunter 500 Rancho Vista Ln Santa Paula, CA 93060 (Payroll and expense reimbursements) Relationship: Wife of President	06/2009 - 06/2010	\$23,054	\$0.00
William E. Hunter 374 N Brent St Ventura, CA 93003 (Payroll and expense reimbursements) Relationship: Son of President	06/2009 - 02/2010	\$38,570	\$0.00
Jonathan Hunter 1141 Badger Cir Ventura, CA 93003 (Payroll and expense reimbursements) Relationship: Son of President	06/2009 - 06/2010	\$51,000	\$0.00
Christi King 500 Ranch Vista Ln Santa Paula, CA 93060 (Payroll and expense reimbursements) Relationship: Daughter of President	06/2009 - 06/2010	\$3,099	\$0.00
Jerry D. Hunter 8210 Holly Oak St Citrus Heights, CA 95610 (Payroll and expense reimbursements) Relationship: Brother of President	06/2009 - 01/2010	\$19,062	\$0.00

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Grund Development Corp, Inc. et al. v. Pro D International, Inc. et al. Case No. BC 418 548	Breach of contract	Superior Court of California County of Los Angeles 111 N Hill St Los Angeles, CA 90012	Pedning; partial settlement entered 05/2010
Express Employment Professionals v. Pro D International et al. Case No. 56-2010-00364994-CL-CL-VTA	Breach of contract	Superior Court of California County of Ventura 800 S Victoria Ave Ventura, CA 93006-6489	Pending
DWA (Red Deer) Ltd. v. Pro D International, Inc., et al. Case No. 56-2009-00354465-CU-CL-VTA	Breach of contract	Superior Court of California County of Ventura 800 S Victoria Ave Ventura, CA 93006-6489	Settled 04/2010
Art Glass, Inc. v. Pro D International, Inc. Case No. 56-2010-00373567-SC-VTA	Small claims collection suit	Superior Court of California County of Ventura 800 S Victoria Ave Ventura, CA 93009	Pending

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and Receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within one year immediately preceding the commencement of this case, except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None  b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None



If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Sites**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

None

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18. Nature, location and name of business**

None

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Pro D International, Inc. (dba ProDesign International)	77-0331295	6050 King Dr, Ste D Ventura, CA 93003	Manufacture and sell hair products for the professional salon industry	02/1993 - present

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

*(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, record and financial statements**

None  a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Ritch Carlton TEAM Services, Inc. 3549 Via Palma La Mesa, CA 91941	1996 - present
Steven L. Friedman 29045 Hollow Oak Ct Agoura Hills, CA 91301	06-2004 - present

None  b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Ritch Carlton TEAM Services, Inc.	3549 Via Palma La Mesa, CA 91941
Steven L. Friedman	29045 Hollow Oak Ct Agoura Hills, CA 91301

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS	DATE ISSUED
Santa Barbara Bank & Trust Pacific Capital Bank, N.A PO Box 60839 Santa Barbara, CA 93160-0839	2006 - present

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
3/10/2010	Jonathan Hunter	\$439,970.01, cost
12/31/2009	Jonathan Hunter	\$404,611, cost

None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
12/31/2008	Lee Hunter, President 6050 King Dr, Ste D Ventura, CA 93003
12/31/2009	Lee Hunter, President 6050 King Dr, Ste D Ventura, CA 93003

**21. Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Lee Hunter 500 Rancho Vista Ln Santa Paula, CA 93060	President, Chairman of Board, Secretary & Treasurer	36% of equity securities
Grund Development Corporation, Inc. Wayne Grund 2-501 Cartwright Street Saskatoon, SK S7T1E1 Canada	Purported shareholder	36% of equity securities (ownership disputed)

**22. Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23. Withdrawals from a partnership or distribution by a corporation**

None  If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Lee Hunter 500 Rancho Vista Ln Santa Paula, CA 93060 Relationship: President	06/2009 - 06/2010 Payroll and expense reimbursements	\$81,865
Sharon Hunter 500 Rancho Vista Ln Santa Paula, CA 93060 Relationship: Wife of President	06/2009 - 06/2010 Payroll and expense reimbursements	\$23,054



NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
William E. Hunter 374 N Brent St Ventura, CA 93003 Relationship: Son of President	06/2009 - 02/2010 Payroll and expense reimbursements	\$38,570
Jonathan Hunter 1141 Badger Cir Ventura, CA 93003 Relationship: Son of President	06/2009 - 06/2010 Payroll and expense reimbursements	\$51,000
Christi King 500 Rancho Vista Ln Santa Paula, CA 93060 Relationship: Daughter of President	06/2009 - 04/2010 Payroll and expense reimbursements	\$3,099
Jerry D. Hunter 8210 Holly Oak St Citrus Heights, CA 95610 Relationship: Brother of President	06/2009 - 01/2010 Payroll and expense reimbursements	\$19,062

**24. Tax Consolidation Group**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

**25. Pension Funds**

None  If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 6/9/2010 Signature /s/ Lee Hunter  
LEE HUNTER,  
President  
\_\_\_\_\_  
Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

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

**DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)**

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 required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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.

\_\_\_\_\_  
Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer Social Security No. (Required by 11 U.S.C. § 110(c).)  
*If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.*

\_\_\_\_\_  
\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer Date

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 signed 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. 18 U.S.C. §156.**

B203  
12/94

# United States Bankruptcy Court Central District of California

In re Pro D International, Inc.

Case No. \_\_\_\_\_

Chapter 11

Debtor(s)

### DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 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 ..... \$ 37,500.00

Prior to the filing of this statement I have received ..... \$ 37,500.00

Balance Due ..... \$ 0.00

2. The source of 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 other 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, statements 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]

After payment of all prepetition services and expenses, the remaining amount retained by my firm for post-petition services is \$23,247.75

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 the bankruptcy proceeding.

6/9/2010  
Date

/s/ Robert E. Hurlbett  
Signature of Attorney

Hurlbett & Faucher  
Name of law firm

**UNITED STATES BANKRUPTCY COURT  
Central District of California**

In re Pro D International, Inc.,  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I do hereby certify under penalty of perjury that the attached Master Mailing List of Creditors, consisting of 7 pages, is complete, correct and consistent with the debtor's schedules herewith, pursuant to Local Bankruptcy Rule 105(6). I assume all responsibility for errors and omissions.

Date 6/9/2010 Signature /s/ Lee Hunter  
LEE HUNTER,  
President

Pro D International, Inc.  
6050 King Dr, Ste D  
Ventura, CA 93003

Robert E. Hurlbett  
Hurlbett & Faucher  
3324 State Street, Suite O  
Santa Barbara, CA 93105

United States Trustee  
21051 Warner Center Lane, Suite 115  
Woodland Hills, CA 91367

Advantage Personnel, Inc.  
630 North Cotner Blvd #100  
Lincoln, NE 68505

Agilex Flavors and Fragrances  
1328 Paysphere Cir  
Chicago, IL 60674

Alzo, Inc.  
650 Jernee Mill Rd  
Sayrevill, NJ 08872

American Express  
777 American Expressway  
Ft Lauderdale, FL 33337-0001

Art Glass  
3111 Golf Course Dr  
Ventura, CA 93003

Avalara  
435 Erickson Ave NE  
Bainbridge Island, WA 98110

Bell Flavors & Fragrances, Inc  
9104 Payshere Circle  
Chicago, IL 60674

Bria Research Labs, Inc.  
1920 Industrial Dr  
Libertyville, IL 60048

C2C Resources Collection  
56 Perimeter Center East  
Atlanta, GA 30346

Catanese & Wells  
31255 Cedar Valley Dr Ste  
213 Westlake Village, CA 91362

Central Valley Supply  
711 Mountain View Ave  
P.O. Box 7199  
Oxnard, CA 93031

Chicago Aerosol  
1300 North Street  
Coal City, IL 60416

Classic Distributing Company  
11353 Bradley Avenue  
Pacoima, CA 91331

Compax  
PO Box 27287  
Salt Lake City, UT 84127

Cosmetic House International Corp  
141 Bernoulli Circle  
Oxnard, CA 93030

Cosmetic Technologies  
2585 Azurite Circle  
Newbury Park, CA 91320

Croda  
P.O. Box 31445  
Hartford, CT 06150-1445

Dell Business Credit  
Payment Processing Center  
PO Box 5275  
Carol Stream, IL 60197-5275

Digital Dolphin Supplies  
811 N. Catalina Avenue #1104  
Redondo Beach, CA 90277

Drug Cosmetic Sales Corp.  
1065 S.W. 15th Ave. Ste.#7  
Delray Beach, FL 33444

DWA (Red Deer) Ltd.  
7439 49th Avenue Crecent, Unit #5  
Red Deer, Alberta, T4P1X6  
Canada

Estes Express Freight  
391 West Broad St  
Richmond, VA 23230

Express Employment Professionals  
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Los Angeles, CA 90074-9073

FTB  
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Sacramento, CA 95812

Gene Diamond  
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2801 Cornhusker Hwy  
Lincoln, NE 68504-1545

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2550 Overland Ave, Ste 200  
Los Angeles, CA 90064-3346

Municipal Packaging, Inc  
9980 Glenoaks Blvd., Suite E  
Sun Valley, CA 91352

Phoenix Chemical  
60 Fourth Street  
Somerville, N.J. 08876

Premiere Staffing  
500 Esplanade Drive #990  
Oxnard, CA 93030

Reliant Computers  
4311 Alcove Ave. #4  
Studio City, CA 91604

Riff Color  
15030 Ventura Blvd, #358  
Sherman Oaks, CA 91403

Ross Organic Specialty Sales, Inc.  
44388 S. Grimmer Blvd.  
Fremont , CA 94538

Roth International Ventures, LLC  
Flex Shear Systems 360  
13406 Seymour Myers Blvd. #30  
Covington, LA 70433

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Pacific Capital Bank, N.A.  
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Santa Barbara, CA 93160-0839

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Oxnard, CA 93030

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