

B1 (Official Form 1)(4/10)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): GROW MORE, INC., A California Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 95-4275941	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): 15600 New Century Drive Gardena, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 90248	ZIP Code
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Check one box:</p> <p><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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Statistical/Administrative Information

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

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): GROW MORE, INC., A California Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

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

Name of Debtor(s):

GROW MORE, INC., A California Corporation

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Dean G. Rallis Jr.
Signature of Attorney for Debtor(s)

Dean G. Rallis Jr.
Printed Name of Attorney for Debtor(s)

SulmeyerKupetz
Firm Name
333 South Hope Street
35th Floor
Los Angeles, CA 90071-1406

Address

213.626.2311 Fax: 213.629.4520
Telephone Number

December 12, 2011
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X /s/ John F. Atwill
Signature of Authorized Individual

John F. Atwill
Printed Name of Authorized Individual

President
Title of Authorized Individual

December 12, 2011
Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.


Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Dean G. Rallis Jr., Esq. (CA State Bar No. 94266) SulmeyerKupetz, APC 333 South Hope Street 35th Floor Los Angeles, CA 90071-1406 213.626.2311 Fax: 213.629.4520 <input checked="" type="checkbox"/> Attorney for Debtor and Debtor-in-Possession	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES	
In re: GROW MORE, INC., A California Corporation Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

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

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

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

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



 Signature of Authorized Signatory of Filing Party
 John F. Atwill

 Printed Name of Authorized Signatory of Filing Party
 President


 Title of Authorized Signatory of Filing Party

December 12, 2011

 Date

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



 Signature of Attorney for Filing Party
 Dean G. Rallis Jr., Esq.
 SulmeyerKupetz, APC

 Printed Name of Attorney for Filing Party

December 12, 2011

 Date

**CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS OF GROW
MORE, INC., AUTHORIZING FILING OF PETITION UNDER CHAPTER 11 OF
THE BANKRUPTCY CODE**

I, the undersigned, John Atwill, President of Grow More, Inc., a California corporation, (the "Company"), do hereby certify that the following resolutions were adopted and will be recorded in the minute book of the Company, and that they have not been modified or rescinded and are still in full force and effect:

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company, in the United States Bankruptcy Court for the Central District of California ("Bankruptcy Court") seeking relief under the provisions of Chapter 11 of title 11 of the United States Code ("Bankruptcy Code"); and it is further

RESOLVED, that the President and Ron Tiller, Chief Financial Officer, (the "Authorized Officers") of the Company, be, and each of them acting individually hereby is, authorized, empowered and directed, on behalf of, and in the name of, the Company, to execute and verify and certify such a petition and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Officer executing that petition on behalf of the Company shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that the Authorized Officers of the Company be, and each of them acting individually hereby is, authorized and empowered to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized, as it deems necessary, to (i) conduct, manage and supervise a reorganization of the Company, (ii) to borrow funds in such amounts, from such lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the

affairs of the Company, (iii) to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed reasonably necessary, proper or desirable by any one or more of the Authorized Officers in connection with such borrowings or in connection with obtaining authority to use cash collateral, cash or otherwise, and/or (iv) sell any or substantially all of the assets of the Company as one or more of the Authorized Officers may be deemed reasonably necessary, proper or desirable; and it is further

RESOLVED, that the Authorized Officers, be, and each of them acting individually hereby is, authorized, empowered and directed, on behalf of, and in the name of, the Company, where deemed reasonably necessary, proper or desirable in such Authorized Officer's sole discretion, to take such actions, to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including, without limitation, any and all documents relating to any post-petition financing, all affidavits, declarations, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that the Authorized Officers, be, and each of them acting individually hereby is, authorized and empowered, on behalf of, and in the name of, the Company, to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officer executing the same shall determine; and it is further

RESOLVED, that the Company retain and employ the firm of **SulmeyerKupetz**, A Professional Corporation, as general bankruptcy counsel to the Company under a general retainer, in connection with the Company's reorganization case and for all other relevant purposes. The Authorized Officers are authorized to sign an engagement letter employing **SulmeyerKupetz**, A Professional Corporation, as counsel to the Company, and deliver to **SulmeyerKupetz**, A Professional Corporation, the retainer required by such engagement letter; and it is further

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered to employ and retain other law firms, financial advisors, accountants

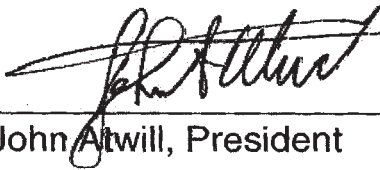
and other professionals or agents, to advise the Company in connection with the Company's reorganization case; and it is further

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and directed, on behalf of the company, to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates, and to make any payments of any costs, expenses or fees as they may deem reasonably required or desired to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver on behalf of the Company such documents, agreements and certificates, and to cause the Company to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 1 day of DECEMBER 2011.

Grow More, Inc., a California corporation

By: 
John Atwill, President

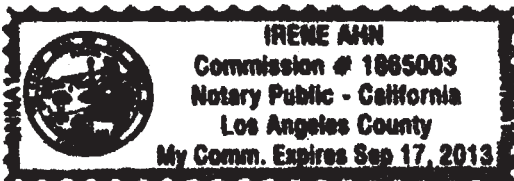
SUBSCRIBED AND SWORN to before me in this 1st day of 12 2011
(Month) (Year)



(Signature of Notary Public)

Notary Public, State of California

My Commission expires: 09/17/2013



PREFATORY STATEMENT
TO LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

The List of Creditors has been prepared from the books and records of the Debtor as of December 12, 2011. The inclusion or exclusion of any party to this List of Creditors shall not constitute an admission by, nor be binding on, the Debtor in any respect. The Debtor expressly reserves the right, in its sole discretion, to amend this List of Creditors or to challenge the validity, priority and/or amount of any obligations reflected herein.

B4 (Official Form 4) (12/07)

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

In re GROW MORE, INC., A California Corporation
Debtor(s)

Case No. _____
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <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>
Rene Ceollo c/o Carney R. Shegerian, Esq. Shegerian & Associates, Inc. 255 Arizona Avenue, Suite 400 Santa Monica, CA 90401	Rene Ceollo c/o Carney R. Shegerian, Esq. Shegerian & Associates, Inc. Santa Monica, CA 90401	Judgment	Contingent Disputed	925,000.00
Seyfarth Shaw LLP 131 South Dearborn Street Suite 2400 Chicago, IL 60603	Seyfarth Shaw LLP 131 South Dearborn Street Suite 2400 Chicago, IL 60603 (312) 460-5000	Legal Services		210,442.22
Yara North America, Inc. 100 North Tampa Street Suite 3200 Tampa, FL	Yara North America, Inc. 100 North Tampa Street Suite 3200 Tampa, FL (813) 222-5700	Trade Debt		40,662.00
Paramount Can Company, Inc. 16430 Phoebe Avenue La Mirada, CA 90638	Paramount Can Company, Inc. 16430 Phoebe Avenue La Mirada, CA 90638 (714) 562-8411	Trade Debt		24,678.52
Phibro-Tech, Inc. 8851 Dice Rd Santa Fe Springs, CA 90670-2515	Phibro-Tech, Inc. 8851 Dice Rd Santa Fe Springs, CA 90670-2515	Trade Debt		19,869.60
El Dorado Chemical Co. PO Box 1373 Oklahoma City, OK 73101-1372	El Dorado Chemical Co. PO Box 1373 Oklahoma City, OK 73101-1372	Trade debt		17,490.00
Environmental Protection Agency 30856 Rocky Road Greeley, CO 80631-9375	Environmental Protection Agency 30856 Rocky Road Greeley, CO 80631-9375	Pesticide Maintenance Fee		12,200.00
Norman Fox & Co. 14970 Don Julian Road La Puente, CA 91746	Norman Fox & Co. 14970 Don Julian Road La Puente, CA 91746	Trade debt		11,396.75

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

In re GROW MORE, INC., A California Corporation

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(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>
Thatcher Co. of California PO Box 27407 Salt Lake City, UT 84127	Thatcher Co. of California PO Box 27407 Salt Lake City, UT 84127	Trade debt		9,536.00
Richard G. Fleischer Fleisher Freight Services, Inc. 132 West ND Street Los Angeles, CA 90061	Richard G. Fleischer Fleisher Freight Services, Inc. 132 West ND Street Los Angeles, CA 90061	Trade debt		9,450.73
Coppersmith, Inc. PO Box 51845 Los Angeles, CA 90051-6145	Coppersmith, Inc. PO Box 51845 Los Angeles, CA 90051-6145	Trade debt		6,946.17
Apex Drum Company, Inc. 6226 Ferguson Drive Los Angeles, CA 90022	Apex Drum Company, Inc. 6226 Ferguson Drive Los Angeles, CA 90022 (323) 721-8994	Trade Debt		6,405.00
Sensient Flavors PO Box 934701 Milwaukee, WI 53288-0035	Sensient Flavors PO Box 934701 Milwaukee, WI 53288-0035	Trade debt		5,580.00
Minuteman Press 61 Executive Boulevard Farmingdale, NY 11735	Minuteman Press 61 Executive Boulevard Farmingdale, NY 11735	Trade Debt		5,416.29
Boer Commodities, Inc. PO Box 27526 Fresno, CA 93729-7526	Boer Commodities, Inc. PO Box 27526 Fresno, CA 93729-7526	Trade debt		4,451.88
Triad Transport, Inc. PO Box 818 McAlester, OK 74502	Triad Transport, Inc. PO Box 818 McAlester, OK 74502	Trade debt		4,070.38
ENI Shipping, Inc. 335 West Artesia Boulevard Compton, CA 90220	ENI Shipping, Inc. 335 West Artesia Boulevard Compton, CA 90220	Trade Debt		4,000.00
Graham Packaging Company, Inc. 2401 Pleasant Valley Road York, PA 17402	Graham Packaging Company, Inc. 2401 Pleasant Valley Road York, PA 17402	Trade Debt		2,997.33
Silver Point Trucking 3025 East Victoria Street Compton, CA 90221	Silver Point Trucking 3025 East Victoria Street Compton, CA 90221	Trade Debt		2,932.00
Lignotech USA, Inc. PO Box 3019 Carol Stream, IL 60132-3019	Lignotech USA, Inc. PO Box 3019 Carol Stream, IL 60132-3019	Trade debt		2,835.00

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

In re GROW MORE, INC., A California Corporation

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

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

Date December 12, 2011

Signature /s/ John F. Atwill

John F. Atwill

President

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.

GROW MORE, INC., A California Corporation
15600 New Century Drive
Gardena, CA 90248

Dean G. Rallis Jr.
SulmeyerKupetz
333 South Hope Street
35th Floor
Los Angeles, CA 90071-1406

OUST-LA
725 South Figueroa Street,
26th Floor
Los Angeles, CA 90017

A & L Western Agri Labs
1311 Woodland Avenue
#1
Modesto, CA 95351

Ace Freight Service
829 Pioneer Avenue
Wilmington, CA 90744

Airgas West
4007 Paramount Boulevard
Suite 100
Lakewood, CA 90712

Allied Waste Services #9
14905 South San Pedro Street
Gardena, CA 90248

Allied Waste Services #902
14905 South San Pedro Street
Gardena, CA 90248

American Chemical Society
1155 Sixteenth Street, NW
Washington, DC 20036

American Organics
Post Office Box 60009
City of Industry, CA 91716

Andritz Separation, Inc.
1010 Commercial Boulevard South
Arlington, TX 76001

Apex Drum Company, Inc.
6226 Ferguson Drive
Los Angeles, CA 90022

AT&T
Bankruptcy Department
Post Office Box 769
Arlington, TX 76004

Axiom Label Group
1360 West Walnut Parkway
Compton, CA 90220

Boer Commodities, Inc.
Post Office Box 27526
Fresno, CA 93729-7526

Brenntag Pacific, Inc.
10747 Patterson Place
Santa Fe Springs, CA 90670

C.A.N.G.C.
CA Assn. of Nurseries
1521 I Street
Sacramento, CA 95814

Cali America Logistics
161 West Victoria Street
#220
Long Beach, CA 90805

California Water Service
3316 West Beverly Boulevard
Montebello, CA 90640

Coast Electric
White Contracting, Inc.
5031 Mindora Drive
Torrance, CA 90505

Colorado Dept of Agriculture
700 Kipling St, Ste 4000
Denver, CO 80215-8000

Coppersmith, Inc.
Post Office Box 51845
Los Angeles, CA 90051-6145

David Caetta
6210 Euclid Avenue
Long Beach, CA 90814

DHL Express (USA), Inc.
1200 South Pine Island Road
First Floor
Fort Lauderdale, FL 33324

Downey Vendors, Inc.
6814 Suva Street
Bell Gardens, CA 90201

El Dorado Chemical Co.
Post Office Box 973242
Modesto, CA 95397

Employment Development Dept.
Bankruptcy Group MIC 92E
Post Office Box 826880
Sacramento, CA 94280

Encina Wastewater Authorities
6200 Avenida Encinas
Carlsbad, CA 92011

ENI Shipping, Inc.
335 West Artesia Boulevard
Compton, CA 90220

Environmental Protection Agency
30856 Rocky Road
Greeley, CO 80631-9375

Estes Express Lines
Post Office Box 25612
Richmond, VA 23260

EZ Way Pallets
326 East Cypress Street
Glendale, CA 91205

F.J. Smith Sales Co.
6815 East Washington Boulevard
Los Angeles, CA 90040

Feed & Fertilizer Control Service
Office of the Texas State Chemist
Texas A&M University System
PO Box 3160
College Station, TX 77841-3160

Filtration Equipment SA
Post Office Box 9926
Brea, CA 92821

First Packaging System
13780 Pipeline Avenue
Chino, CA 91710

Fleischer Freight Services
132 West 132nd Street
Los Angeles, CA 90061

Florida Dept of Agriculture
Consumer Services
PO Box 6700
Tallahassee, FL 32314-6700

Ford Credit
PO Box 7172
Pasadena, CA 91109-7172

Franchise Tax Board
Bankruptcy Unit
Post Office Box 2952
Sacramento, CA 95812

Ganduglia Trucking
4746 East Florence Avenue
Fresno, CA 93725

GCR Paramount Truck
7801 Rosecrans
Paramount, CA 90723

GE Mobile Water, Inc.
4636 Somerton Road
Feasterville Trevose, PA 19053

Golden State Water Co.
Post Office Box 9016
San Dimas, CA 91773

Graham Packaging Company, Inc.
2401 Pleasant Valley Road
York, PA 17402

Greydon, Inc.
204 St Charles Way, Unit 301E
York, PA 17402

Hill Brothers Chemical Co.
2159 Bay Street
Los Angeles, CA 90021

Hollywood Delivery Services, Inc.
2828 South Willow Avenue
Bloomington, CA 92316

Internal Revenue Service
Insolvency I Stop 5022
300 North Los Angeles St., Rm 4062
Los Angeles, CA 90012-9903

Lignotech USA, Inc.
Post Office Box 3019
Carol Stream, IL 60132-3019

Los Angeles County Tax Collector
Post Office Box 54027
Los Angeles, CA 90054

Los Angeles Treas & Tax Collector
255 North Hill Street, Room 160
Post Office Box 54027
Los Angeles, CA 90054-0970

Maryland Dept of Agriculture
State Chemist Section
50 Harry S Truman Parkway
Annapolis, MD 21401-7080

McMaster-Carr Supply Co.
Post Office Box 7690
Chicago, IL 60680

Michigan Dept of Agriculture
Pesticide & Plant Pest
PO Box 30776
Lansing, MI 48909

Midwestern Industries
7560 Industrial Highway
Macon, GA 31216

Minnesota Dept of Agriculture
625 Robert Street North
Saint Paul, MN 55155-2538

Minuteman Press
61 Executive Boulevard
Farmingdale, NY 11735

Mountain Valley Express
Post Office Box 2569
Manteca, CA 95336

New West Transportation, Inc.
8607 Hemlock Ave.
Fontana, CA 92335

Norco Delivery Service
851 East Cerritos Avenue
Anaheim, CA 92805

Norman Fox & Co.
14970 Don Julian Road
La Puente, CA 91746

Oak Harbor Freight Line
853 South Maple Avenue
Montebello, CA 90640

Office Depot
Post Office Box 9020
Des Moines, IA 50368

Office of the Texas State Chemist
PO Box 3160
College Station, TX 77841-3160

Pacific Packaging, Inc.
13462 Brooks Drive
Baldwin Park, CA 91706

Paramount Can
Post Office Box 54990
Los Angeles, CA 90054

Paramount Can Company, Inc.
16430 Phoebe Avenue
La Mirada, CA 90638

Phibro-Tech, Inc.
8851 Dice Road
Santa Fe Springs, CA 90670-2515

Pro-Western Plastics
30 Riel Drive
St. Albert
AB T8N 5C7
Canada

Pumping Solutions, Inc.
1400 South Vineyard
Ontario, CA 91761

Rene Ceollo
c/o Carney R. Shegerian, Esq.
Shegerian & Associates, Inc.
255 Arizona Avenue, Suite 400
Santa Monica, CA 90401

Rene Coello
c/o Ebby S. Bakhtiar
Livingston-Bakhtiar
3435 Wilshire Blvd., Suite 770
Los Angeles, CA 90010

Richard G. Fleischer
Fleisher Freight Services, Inc.
132 West ND Street
Los Angeles, CA 90061

Rios Industries, Inc.
12234 Los Nietos Rd
Santa Fe Springs, CA 90670

Sandler Bros.
4101 Whiteside Street
Los Angeles, CA 90063

Sensient Flavors
Post Office Box 934701
Milwaukee, WI 53288-0035

Seyfarth Shaw LLP
131 South Dearborn Street
Suite 2400
Chicago, IL 60603

Silver Point Trucking
3025 East Victoria Street
Compton, CA 90221

South Coast AQMD
21865 Copley Drive
PO Box 4942
Diamond Bar, CA 91765-0943

State Board of Equalization
Post Office Box 942879
Sacramento, CA 94279-6001

State of California
Dept of Pesticide Registration
1001 I Street
PO Box 4015
Sacramento, CA 95812-4015

State of Idaho
Department of Agriculture
PO Box 790
Boise, ID 83701-0790

State of Nevada
Dept of Agriculture
405 South 21st Street
Sparks, NV 89431

State of Oregon
Dept of Agriculture/Pesticides Div
PO Box 4395, Unit 16
Portland, OR 97208-4395

Sunny Express, Inc.
Attn: Accounts Receivable
Post Office Box 5045
Hayward, CA 94540

Sunrise Decorating Co.
10110 Hanson Way
Sunland, CA 91040

SWRCB Accounting Office
State Water Resources Control Board
Post Office Box 100
Sacramento, CA 95812

Thatcher Co. of California
Post Office Box 27407
Salt Lake City, UT 84127

The Shamrock Companies
3366 East La Palma Avenue
Anaheim, CA 92806

Triad Transport, Inc.
Post Office Box 818
McAlester, OK 74502

UBM Global Trade
33 Washington Street
#13
Newark, NJ 07102

Uline
12575 Uline Drive
Pleasant Prairie, WI 53158

United Bottle Gas Services
Post Office Box 2079
830 Alameda Street
Wilmington, CA 90748

UPS - United Parcel Service
c/o CT Corporation System
225 Hillsborough Street
Raleigh, NC 27603

Utah Dept of Agriculture
PO Box 146500
Salt Lake City, UT 84114-6500

Washington State
Department of Agriculture
PO Box 42591
Olympia, WA 98504-2591

Wells Fargo Bank, N.A.
Post Office Box 8203
Boise, ID 83707

Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Suite 700
Minneapolis, MN 55402

Westco Chemicals, Inc.
12551 Saticoy Street South
North Hollywood, CA 91605

Xerox Corporation
1654 Solution Center
Chicago, IL 60677

Xerox Corporation
Post Office Box 7413
Pasadena, CA 91109

Yale Chase Materials
2615 Pellissier Place
La Puente, CA 91749

Yara North America, Inc.
100 North Tampa Street
Suite 3200
Tampa, FL 33602

Yellow Pages United
Post Office Box 53282
Atlanta, GA 30355