

BI (Official Form 1)(4/10)

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Bethel Healthcare, Inc.</b>	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): <b>DBA West Valley Convalescent Hospital</b>	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) <b>41-2136231</b>	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): <b>21800 Oxnard Street, Suite 220 Woodland Hills, CA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>91367</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Los Angeles</b>	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):

<b>Type of Debtor</b> (Form of Organization) (Check one box)	<b>Nature of Business</b> (Check one box)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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.)	<input checked="" 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 type="checkbox"/> Other	<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>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>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)	<b>Chapter 11 Debtors</b>
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

**Statistical/Administrative Information**

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

**Estimated Number of Creditors**

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<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
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**Estimated Assets**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" 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
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**Estimated Liabilities**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" 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
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THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Bethel Healthcare, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>Central District of California</b>	Case Number: <b>11-bk-11180-GM</b>	Date Filed: <b>1/28/11</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>In re Corinthian Sub-Acute &amp; Rehabilitation Center, Inc.</b>	Case Number: <b>11-bk-11185-GM</b>	Date Filed: <b>1/28/11</b>	
District: <b>Central District of California</b>	Relationship: <b>Affiliate</b>	Judge: <b>Geraldine Mund</b>	
<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 a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">_____</div> <div style="margin-left: 40px;">(Name of landlord that obtained judgment)</div>  <div style="margin-left: 40px;">_____</div> <div style="margin-left: 40px;">(Address of landlord)</div>			
<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):  
**Bethel Healthcare, 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

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Hamid R. Rafatjoo 181564**  
Printed Name of Attorney for Debtor(s)

**Venable LLP**  
Firm Name  
**2049 Century Park East**  
**Suite 2100**  
**Los Angeles, CA 90067**

\_\_\_\_\_  
Address

**Email: hrafatjoo@venable.com**  
**(310) 229-9900 Fax: (310) 229-9901**

\_\_\_\_\_  
Telephone Number

**April 1, 2013** **181564**

\_\_\_\_\_  
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 \_\_\_\_\_  
Signature of Authorized Individual

**Richard Brenner**  
Printed Name of Authorized Individual

**Chief Financial Officer**  
Title of Authorized Individual

**April 1, 2013**

\_\_\_\_\_  
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

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.*

**CERTIFICATE BY ALL SHAREHOLDERS OF  
BETHEL HEALTHCARE, INC.,  
A CALIFORNIA CORPORATION  
AUTHORIZING FILING OF PETITION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE**

We, Randy Henry and Susan Henry, do hereby certify as follows:

1. We are each a 50% shareholder (individually, a "Shareholder," and together, the "Shareholders") of Bethel Healthcare, Inc., a California corporation (the "Company"). We are also the only directors of the Board of Directors of the Company.

2. At a special meeting of the Board of Directors (the "Board") of the Company, the following resolutions were duly enacted by unanimous vote of the board, and the same remain in full force and effect, without modification, as of the date set forth below:

RESOLVED, that a Petition under the provisions of Chapter 11 of Title 11 of the United States code (the "Bankruptcy Code") shall be filed by the Company with the United States Bankruptcy Court, Central District of California (the "Bankruptcy Court"), on April 1, 2013 or such other date as is determined to be optimal for the Company by the Designated Officer of the Company (the "Petition Date");

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company to execute a Chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a Chapter 11 bankruptcy case on the Petition Date;

FURTHER RESOLVED, that the Company hereby retains the law firm of Venable LLP as bankruptcy counsel for the Company for purposes of, among other things, representing the Company in its Chapter 11 bankruptcy case;

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company to review, execute and file and to cause bankruptcy counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists, papers, documents, reports, motions, applications and other pleadings in connection with the Company's bankruptcy case;

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company, after consultation with the Shareholders, to make all

decisions regarding the management and operations of the Company, including, without limitation, decisions relating to the employment, retention and compensation of the employees, officers and directors of the Company and decisions relating to the prosecution, defense or settlement of any litigation or other dispute involving the Company, to negotiate and execute agreements and other documents on behalf of and in the name of the Company, including, without limitation, all corporate tax returns, schedules and related documents, and to take any and all action which the Designated Officer, after consultation with the Shareholders, deem necessary or proper in connection with the management and operation of the Company;

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company to take any and all actions which the Designated Officer deems necessary or proper, after consultation with the Shareholders, in connection with the Company's bankruptcy case, including, without limitation, employing counsel and other professionals (both prior to and after the Company's bankruptcy filing), seeking Bankruptcy Court approval for the Company to use cash collateral (with or without the consent of the Company's secured creditors) or post-bankruptcy financing, compensating employees, negotiating with creditors, lenders, vendors, suppliers and landlords, renegotiating the terms of or rejecting the Company's real property leases and other executor contracts, negotiating and executing on behalf of the company settlements and other agreements with creditors and/or other third parties, or negotiating, formatting, filing and pursuing confirmation of a plan of reorganization; provided however, that the Designated Officer shall be required to obtain the prior approval of the Shareholders and/or Board before causing the Company to sell all or substantially all of the Company's assets (as a going concern or otherwise);

FURTHER RESOLVED, that Richard Brenner ("Brenner"), the current interim Chief Financial Officer of the Company, shall be the Designated Officer for all matters and shall act unanimously for all matters;

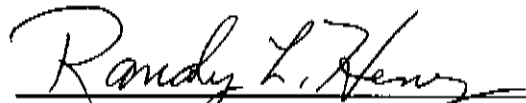
FURTHER RESOLVED, that the foregoing resolutions shall remain in full force and effect, without modification, until the earliest of the following to occur: (i) date of entry of a Bankruptcy Court order confirming a plan of reorganization in the Company's bankruptcy case, (ii) date of entry of a Bankruptcy Court order dismissing the Company's bankruptcy case, (iii) date of entry of a Bankruptcy Court order converting the Company's bankruptcy

case to one under Chapter 7 of the Bankruptcy Code, and (iv) date of entry of a Bankruptcy Court order appointing a chapter 11 trustee in the Company's bankruptcy case;

FURTHER RESOLVED, that, in the event the Shareholders and/or Board take action to terminate or modify the foregoing resolutions and/or seek to terminate or modify the terms of the Company's employment contracts with Brenner in a manner materially inconsistent with these resolutions, the Designated Officer shall be required to file a notice of such termination or modification with the Bankruptcy Court.

Dated: April 1, 2013

BETHEL HEALTHCARE, INC.,  
a California corporation

  
\_\_\_\_\_  
Randy Henry, Director and Shareholder

  
\_\_\_\_\_  
Susan Henry, Director and Shareholder

B4 (Official Form 4) (12/07)

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

In re Bethel Healthcare, Inc.

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>
Abraham De Guzman 3124 Needles Drive Orlando, FL 32810	Abraham De Guzman 3124 Needles Drive Orlando, FL 32810	Loan		150,000.00
ANNETTE B. MALOW c/o Ron Chaisson, Union Bank 21700 Oxnard Street Woodland Hills, CA 91367	ANNETTE B. MALOW c/o Ron Chaisson, Union Bank 21700 Oxnard Street Woodland Hills, CA 91367	Loan		311,173.00
CALIFORNIA DEPT. OF HEALTHCARE SER. 1501 CAPITOL AVE., SUITE 71.2408 MS 1101 P. O. BOX 997415 SACRAMENTO, CA 95899-7415	CALIFORNIA DEPT. OF HEALTHCARE SER. 1501 CAPITOL AVE., SUITE 71.2408 MS 1101 SACRAMENTO, CA 95899-7415			688,970.68
CROWE HOWATH	CROWE HOWATH			77,585.43
DAIRY KING MILK FARMS 11954 WASHINGTON BLVD. WHITTIER, CA 90606	DAIRY KING MILK FARMS 11954 WASHINGTON BLVD. WHITTIER, CA 90606	Food supplies and housekeeping supplies		88,090.33
DIAGNOSTIC LABORATORIES 2820 N. ONTARIO ST. BURBANK, CA 91504	DIAGNOSTIC LABORATORIES 2820 N. ONTARIO ST. BURBANK, CA 91504	Laboratory and x-ray services		81,462.63
DR. ALLAN DARUSH 8540 Reseda Boulevard, Suite 103 Northridge, CA 91324	DR. ALLAN DARUSH 8540 Reseda Boulevard, Suite 103 Northridge, CA 91324	Loan		200,000.00
Employment Development Dept. Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001	Employment Development Dept. Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001			1,170,909.64
GLORIA R. DATOR 16406 Rayen Street North Hills, CA 91343	GLORIA R. DATOR 16406 Rayen Street North Hills, CA 91343	Loan		300,000.00

B4 (Official Form 4) (12/07) - Cont.  
In re **Bethel Healthcare, Inc.**

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>
GRACE & TIBOR TOCZAUER 6100 WINNETKA AVE. WOODLAND HILLS, CA 91367	GRACE & TIBOR TOCZAUER 6100 WINNETKA AVE. WOODLAND HILLS, CA 91367	Loan		480,000.00
HEALTHCARE INDUSTRY SIP OF CAL P.O. BOX 513056 LOS ANGELES, CA 90051-1056	HEALTHCARE INDUSTRY SIP OF CAL P.O. BOX 513056 LOS ANGELES, CA 90051-1056			384,910.00
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346			2,210,798.90
KAISER FOUNDATION HEALTH PLAN, INC. P.O. BOX 23758 SAN DIEGO, CA 92193-3758	KAISER FOUNDATION HEALTH PLAN, INC. P.O. BOX 23758 SAN DIEGO, CA 92193-3758			248,874.49
LEVENE, NEALE BENDER, YOO & BRILL ATTN: DAVID B. GOLUBCHIK 10250 CONSTELLATION BLVD. #1700 Los Angeles, CA 90067	LEVENE, NEALE BENDER, YOO & BRILL ATTN: DAVID B. GOLUBCHIK 10250 CONSTELLATION BLVD. #1700 Los Angeles, CA 90067			274,013.41
MARIALIZA MARIANO 16442 Ryan Street North Hills, CA 91343	MARIALIZA MARIANO 16442 Ryan Street North Hills, CA 91343	Loan		100,000.00
NEAL J. FIALKOW 215 N. MARENGO AVE., 3RD FLOOR PASADENA, CA 91101	NEAL J. FIALKOW 215 N. MARENGO AVE., 3RD FLOOR PASADENA, CA 91101			1,500,000.00
PHARMACY ADVANTAGE OMNICARE INC. 900 OMNICARE CENTER 201 EAST 4TH STREET, 17TH FLOOR CINCINATI, OH 45202	PHARMACY ADVANTAGE OMNICARE INC. 900 OMNICARE CENTER CINCINATI, OH 45202			677,092.07
PROSOURCE REHAB 4244 STALWART DRIVE ATTN: MARCUS A. HERMENS RANCHO PALOS VERDES, CA 90275	PROSOURCE REHAB 4244 STALWART DRIVE ATTN: MARCUS A. HERMENS RANCHO PALOS VERDES, CA 90275	Rehabilitation services		340,116.81
RUBY DE LA CRUZ 10429 Amberwood Lane Porter Ranch, CA 91326	RUBY DE LA CRUZ 10429 Amberwood Lane Porter Ranch, CA 91326	Loan		500,000.00



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

In re Bethel Healthcare, Inc.  
Debtor(s)

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

**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>
<b>SULMEYERKUPETZ, APC ATTN: VICTOR A. SAHN 333 SOUTH HOPE STREET, 35TH FLOOR LOS ANGELES, CA 90710</b>	<b>SULMEYERKUPETZ, APC ATTN: VICTOR A. SAHN 333 SOUTH HOPE STREET, 35TH FLOOR LOS ANGELES, CA 90710</b>			<b>130,074.07</b>

B4 (Official Form 4) (12/07) - Cont.  
In re **Bethel Healthcare, Inc.**

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 Chief Executive Officer 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 **April 1, 2013** \_\_\_\_\_

Signature \_\_\_\_\_

  
Richard Brenner  
Chief Financial Officer

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

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

In re **Bethel Healthcare, Inc.**

Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Randy Henry 10429 Amberwood Lane Northridge, CA 91326</b>		<b>50%</b>	<b>Shares</b>
<b>Susan Henry 10429 Amberwood Lane Northridge, CA 91326</b>		<b>50%</b>	<b>Shares</b>

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

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

Date April 1, 2013

Signature

  
**Richard Brenner**  
Chief Financial Officer

*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.*

**STATEMENT OF RELATED CASES  
INFORMATION REQUIRED BY LBR 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).)

**In re Bethel Healthcare, Inc.**  
**Central District of California, San Fernando Valley Division**  
**Filed on January 28, 2011 - Case No. 11-bk-11180-GM**

**In re Corinthian Sub-Acute & Rehabilitation Center, Inc.**  
**Central District of California, San Fernando Valley Division**  
**Filed on January 28, 2011 - Case No. 11-bk-11185-GM**

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2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

**None**

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3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

**In re Bethel Healthcare, Inc.**  
**Central District of California, San Fernando Valley Division**  
**Filed on January 28, 2011 - Case No. 11-bk-11180-GM**

**In re Corinthian Sub-Acute & Rehabilitation Center, Inc.**  
**Central District of California, San Fernando Valley Division**  
**Filed on January 28, 2011 - Case No. 11-bk-11185-GM**

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4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

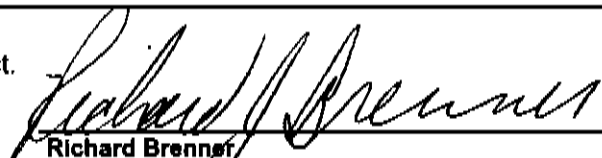
**None**

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

Executed at Woodland Hills, California.

Date: April 1, 2013

  
Richard Brenner  
Signature of Debtor

---

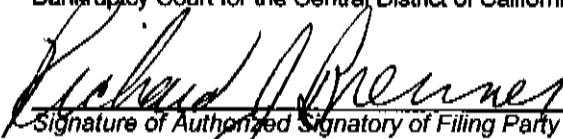
Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Hamid R. Rafatjoo (SBN 181564) VENABLE LLP 2049 Century Park East, Suite 2100 Los Angeles, CA 90067 T: (310) 229-9900 / F: (310) 229-9901 <input checked="" type="checkbox"/> Attorney for Debtor	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: BETHEL HEALTHCARE, INC.   Debtor(s).	CASE NO.:  CHAPTER:  ADV. NO.:

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

- |   |                                  |
|---|----------------------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists        | Date Filed: <u>April 1, 2013</u> |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____                |
| <input type="checkbox"/> Other: _____   | Date Filed: _____                |

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

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

  
 \_\_\_\_\_  
 Signature of Authorized Signatory of Filing Party  
 Richard Brenner  
 \_\_\_\_\_  
 Printed Name of Authorized Signatory of Filing Party  
 Chief Financial Officer  
 \_\_\_\_\_  
 Title of Authorized Signatory of Filing Party

April 1, 2013  
 \_\_\_\_\_  
 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, 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.

  
 \_\_\_\_\_  
 Printed Name of Attorney for Filing Party

April 1, 2013  
 \_\_\_\_\_  
 Date

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

Name Hamid R. Rafatjoo

Address 2049 Century Park East Suite 2100 Los Angeles, CA 90067

Telephone (310) 229-9900 Fax: (310) 229-9901

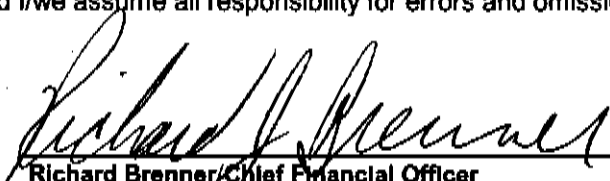
- Attorney for Debtor(s)  
 Debtor in Pro Per

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
List all names including trade names used by Debtor(s) within last 8 years: <b>Bethel Healthcare, Inc. DBA West Valley Convalescent Hospital</b>	Case No.: 1:11-bk-11180-GM
	Chapter: 11

**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 19 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: April 1, 2013

  
Richard Brenner/Chief Financial Officer

Date: April 1, 2013

  
Signature of Attorney  
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Venable LLP  
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DBA DAIRY KING MILK FARMS FOODS  
C/O RUTTER HOBBS & DAVIDOFF INC.  
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Randy Henry  
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