

B1 (Official Form 1)(04/13)

United States Bankruptcy Court Central District of California	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard	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)/Complete EIN (if more than one, state all) 55-0819663	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): 2251 E. Gonzales Road Oxnard, CA ZIP Code: 93036	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code:
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): ZIP Code:	Mailing Address of Joint Debtor (if different from street address): ZIP Code:

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

Type of Debtor (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.)	Nature of Business (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	Chapter of Bankruptcy Code Under Which the Petition is Filed (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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (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).	Nature of Debts (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.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors 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 \$2,490,925 (amount subject to adjustment on 4/01/16 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).
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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 checked="" type="checkbox"/> 1-49	<input 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 checked="" 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 type="checkbox"/> \$1,000,001 to \$5 million	<input type="checkbox"/> \$5,000,001 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 type="checkbox"/> \$1,000,001 to \$5 million	<input type="checkbox"/> \$5,000,001 to \$10 million	<input checked="" 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

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

FILED

DEC 16 2013

B1 (Official Form 1)(04/13)

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</p>			
<p>Location Where Filed: - None -</p>	<p>Case Number:</p>	<p>Date Filed:</p>	
<p>Location Where Filed:</p>	<p>Case Number:</p>	<p>Date Filed:</p>	
<p>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</p>			
<p>Name of Debtor: - None -</p>	<p>Case Number:</p>	<p>Date Filed:</p>	
<p>District:</p>	<p>Relationship:</p>	<p>Judge:</p>	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p>Exhibit C</p>			
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.</p>			
<p>Exhibit D</p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p>Information Regarding the Debtor - Venue (Check any applicable box)</p>			
<p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>			
<p>Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____ (Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____ (Address of landlord)</p>			
<p><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</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition

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

Name of Debtor(s):

Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of 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.

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

William E. Winfield 122055
Printed Name of Attorney for Debtor(s)

Lowthorp, Richards, McMillan, Miller & Templeman
Firm Name

**300 Esplanade Drive, Ste 850
P.O. Box 5167
Oxnard, CA 93031**
Address

Email: wwinfield@lrmmmt.com

(805) 981-8555 Fax: (805) 983-1967

Telephone Number

12/16/13 **122055**
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

Noel Thompson
Printed Name of Authorized Individual

President
Title of Authorized Individual

12/16/13
Date

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).)

None

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

None

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

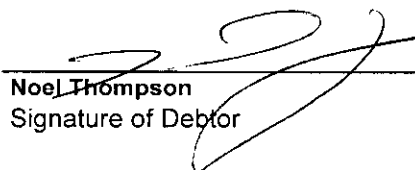
4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy 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).)

None

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

Executed at OXFORD, California.

Date: 12/16/13



Noel Thompson
Signature of Debtor

Signature of Joint Debtor

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address William E. Winfield 300 Esplanade Drive, Ste 850 P.O. Box 5167 Oxnard, CA 93031 (805) 981-8555 Fax: (805) 983-1967 California State Bar Number: 122055 wwinfield@lrmmmt.com ■ Attorney for:	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard Debtor(s), Plaintiff(s), Defendant(s)	CASE NO.: ADVERSARY NO.: CHAPTER: 11 <div style="text-align: center;"> CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4 </div> <div style="text-align: right;"> [No hearing] </div>

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, William E. Winfield, 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.

Date

12/16/13

By: _____

Signature of Debtor, or attorney for Debtor

Name: _____

William E. Winfield

Printed name of Debtor, or attorney for Debtor

B4 (Official Form 4) (12/07)

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

In re Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of
Oxnard

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>
advecor 7428 Trade Street San Diego, CA 92121	advecor 7428 Trade Street San Diego, CA 92121			2,600.00
Alicia Brakebill 1923 Meiners Road Ojai, CA 93023	Alicia Brakebill 1923 Meiners Road Ojai, CA 93023	Bookkeeping		500.00
American Express P.O. Box 360001 Ft. Lauderdale, FL	American Express P.O. Box 360001 Ft. Lauderdale, FL			63,816.98
City of Oxnard 214 South C St Oxnard, CA 93030	City of Oxnard 214 South C St Oxnard, CA 93030	Fees		1,500.00
Denis	Denis			500.00
Eddie Landscape 301 East Cedar St Oxnard, CA 93030	Eddie Landscape 301 East Cedar St Oxnard, CA 93030	Landscaping		500.00
EPLI	EPLI	Insurance		3,400.00
Gold's Gym International Inc 125 E Carpenter FWY Suite 1300 Dallas, TX	Gold's Gym International Inc 125 E Carpenter FWY Suite 1300 Dallas, TX		Contingent Disputed	120,000.00
Grainger 101 S. Rice Road Oxnard, CA 93030	Grainger 101 S. Rice Road Oxnard, CA 93030			418.70
Home Depot P.O. Box 183175 Columbus, OH 43218-3175	Home Depot P.O. Box 183175 Columbus, OH 43218-3175			3,428.56
Leslie Pool 1941 Ventura Blvd. Oxnard, CA 93030	Leslie Pool 1941 Ventura Blvd. Oxnard, CA 93030			1,346.69
Light Gabler 760 Paseo Camarillo Camarillo, CA 93012	Light Gabler 760 Paseo Camarillo Camarillo, CA 93012	Legal Services		5,864.58

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

In re Body Shaping Gym, Inc., a California Corporation dba
Gold's Gym of Oxnard

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>
Mark Pachowicz 771 East Daily Drive Suite 230 Camarillo, CA 93012	Mark Pachowicz 771 East Daily Drive Suite 230 Camarillo, CA 93012			20,000.00
Mercedes Benz of North America P.O. Box 5209 Carol Stream, IL	Mercedes Benz of North America P.O. Box 5209 Carol Stream, IL			48,584.35
Philadelphia P.O.Box 70251	Philadelphia P.O.Box 70251	Insurance		15,845.00
Pretzelman 10476 Armstrong St Fairfax, VA 22030	Pretzelman 10476 Armstrong St Fairfax, VA 22030			500.00
State Fund P.O. Box 748170 Oxnard, CA 93036	State Fund P.O. Box 748170 Oxnard, CA 93036			38,068.00
Sunbelt	Sunbelt			500.00
Union Bank P.O.Box 5209 Los Angeles, CA 90091-0380	Union Bank P.O.Box 5209 Los Angeles, CA 90091-0380			110,052.60
Ventura District Attorney 800 South Victoria Ave Ventura, CA 93002-2299	Ventura District Attorney 800 South Victoria Ave Ventura, CA 93002-2299	Claim for unfair business practices	Contingent Unliquidated Disputed	75,000,000.00

**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 12/16/13

Signature _____

Noel Thompson
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.

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

In re **Body Shaping Gym, Inc., a California Corporation**
dba Gold's Gym of Oxnard

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
Noel Thompson	Class A	1000	100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 12/16/13

Signature 
Noel Thompson
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.

Form B203 - Disclosure of Compensation of Attorney for Debtor - (1/88)

1998 USBC, Central District of California

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard Debtor.	Case No.: DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ <u>50,000.00</u>
Prior to the filing of this statement I have received	\$ <u>50,000.00</u>
Balance Due	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

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

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services
Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Date

12/16/13

William E. Winfield

Signature of Attorney

Lowthorp, Richards, McMillan, Miller & Templeman

Name of Law Firm

300 Esplanade Drive, Ste 850

P.O. Box 5167

Oxnard, CA 93031

(805) 981-8555 Fax: (805) 983-1967

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

Name William E. Winfield

Address 300 Esplanade Drive, Ste 850 P.O. Box 5167 Oxnard, CA 93031

Telephone (805) 981-8555 Fax: (805) 983-1967

- Attorney for Debtor(s)
- Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
List all names including trade names used by Debtor(s) within last 8 years: Body Shaping Gym, Inc., a California Corporation dba Gold's Gym of Oxnard	Case No.: <hr/> 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 4 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: 12/16/13



Noel Thompson/President
 Signer/Title

Date: _____

Signature of Attorney
William E. Winfield
 Lowthorp, Richards, McMillan, Miller & Templeman
 300 Esplanade Drive, Ste 850
 P.O. Box 5167
 Oxnard, CA 93031
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Body Shaping Gym, Inc., a California Corporation dba Gold
2251 E. Gonzales Road
Oxnard, CA 93036

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Lowthorp, Richards, McMillan, Miller & Templeman
300 Esplanade Drive, Ste 850
P.O. Box 5167
Oxnard, CA 93031

advecor
7428 Trade Street
San Diego, CA 92121

Alicia Brakebill
1923 Meiners Road
Ojai, CA 93023

American Express
P.O. Box 360001
Ft. Lauderdale, FL

City of Oxnard
214 South C St
Oxnard, CA 93030

Denis

EDD

Eddie Landscape
301 East Cedar St
Oxnard, CA 93030

EPLI

Fox Audio
23825 Mobile Street
West Hills, CA 91307

Gold's Gym International Inc
125 E Carpenter FWY
Suite 1300
Dallas, TX

Grainger
101 S. Rice Road
Oxnard, CA 93030

Home Depot
P.O. Box 183175
Columbus, OH 43218-3175

In the Paint

Leslie Pool
1941 Ventura Blvd.
Oxnard, CA 93030

Light Gabler
760 Paseo Camarillo
Camarillo, CA 93012

Mark Pachowicz
771 East Daily Drive
Suite 230
Camarillo, CA 93012

Mercedes Benz of North America
P.O. Box 5209
Carol Stream, IL

Noel Thompson
2477 Woodcreek Rd
Camarillo, CA 93012

Philadelphia
P.O.Box 70251

Pretzelman
10476 Armstrong St
Fairfax, VA 22030

Ross
2192 Athens
Simi Valley, CA 93065

Saticoy Storage
1566 Los Angeles Ave
Saticoy, CA

State Fund
P.O. Box 748170
Oxnard, CA 93036

Sunbelt

Union Bank
P.O.Box 5209
Los Angeles, CA 90091-0380

Vanguard
220 Bernoulli Circle
Oxnard, CA 93030

Ventura District Attorney
800 South Victoria Ave
Ventura, CA 93002-2299