

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Noodle Factory CLT Homes, LLC</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):	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>20-2875181</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>c/o NCLT 3122 Shattuck Ave Berkeley, CA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>94705</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Alameda</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>1255 26th Street Oakland, CA 94607</b>	

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> 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 \$2,190,000.  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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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 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									
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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									
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$50 million <input type="checkbox"/> \$10,000,001 to \$100 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									

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>Noodle Factory CLT Homes, LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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)

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)

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

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.

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):  
**Noodle Factory CLT Homes, LLC**

**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 Attorney\***

**X** /s/ Chris D. Kuhner  
Signature of Attorney for Debtor(s)

Chris D. Kuhner 173291  
Printed Name of Attorney for Debtor(s)

Kornfield, Nyberg, Bendes & Kuhner PC  
Firm Name

1999 Harrison St., Suite 2675  
Oakland, CA 94612

\_\_\_\_\_  
Address

(510) 763-1000 Fax: (510) 273-8669  
Telephone Number

October 13, 2009  
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 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.*

**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/ Ian Winters  
Signature of Authorized Individual

Ian Winters  
Printed Name of Authorized Individual

Executive Director of NCLT, Managing Member Noodle Factory  
Title of Authorized Individual

October 13, 2009  
Date

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

In re **Noodle Factory CLT Homes, LLC**

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)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Oakland Noodle Factory Ltd Attn: Dana Harrison 2911 Lorina St Berkeley, CA 94705</b>	<b>Oakland Noodle Factory Ltd Attn: Dana Harrison 2911 Lorina St Berkeley, CA 94705</b>	<b>1255 26th Street Oakland, CA Value of property is \$2,075,000 without approval of condo conversion; \$3,500,000 if condo conversion is approved</b>		<b>625,000.00 (3,500,000.00 secured) (4,333,000.00 senior lien)</b>
<b>Mechanics Bank of Richmond 3170 Hilltop Mall San Pablo, CA 94806</b>	<b>Mechanics Bank of Richmond 3170 Hilltop Mall San Pablo, CA 94806</b>	<b>1255 26th Street Oakland, CA Value of property is \$2,075,000 without approval of condo conversion; \$3,500,000 if condo conversion is approved</b>		<b>463,000.00 (3,500,000.00 secured) (3,870,000.00 senior lien)</b>
<b>Northern California Land Trust 3122 Shattuck Ave Berkeley, CA 94705</b>	<b>Northern California Land Trust 3122 Shattuck Ave Berkeley, CA 94705</b>	<b>Staff costs &amp; developer's fee (development &amp; prop mngmt)</b>		<b>394,897.64</b>
<b>Mechanics Bank of Richmond 3170 Hilltop Mall San Pablo, CA 94806</b>	<b>Mechanics Bank of Richmond 3170 Hilltop Mall San Pablo, CA 94806</b>	<b>1255 26th Street Oakland, CA Value of property is \$2,075,000 without approval of condo conversion; \$3,500,000 if condo conversion is approved</b>		<b>3,870,000.00 (3,500,000.00 secured)</b>
<b>Northern California Land Trust 3122 Shattuck Ave Berkeley, CA 94705</b>	<b>Northern California Land Trust 3122 Shattuck Ave Berkeley, CA 94705</b>	<b>cash advanced to LLC</b>		<b>284,378.60</b>

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Northern California Land Trust</b> 3122 Shattuck Ave Berkeley, CA 94705	<b>Northern California Land Trust</b> 3122 Shattuck Ave Berkeley, CA 94705	1255 26th Street Oakland, CA Value of property is \$2,075,000 without approval of condo conversion; \$3,500,000 if condo conversion is approved		210,000.00 (3,500,000.00 secured) (4,958,000.00 senior lien)
<b>Goldfarb Lipman Attorneys</b> PO Box 71043 Oakland, CA 94612	<b>Goldfarb Lipman Attorneys</b> PO Box 71043 Oakland, CA 94612	Legal fees for condo subdivision		38,757.19
<b>DRB Associates</b> 220 Montgomery St. Ste 1830 San Francisco, CA 94104	<b>DRB Associates</b> 220 Montgomery St. Ste 1830 San Francisco, CA 94104	Construction Management		22,820.99
<b>Ian Winters</b> 1801 Fairview St. Berkeley, CA 94703	<b>Ian Winters</b> 1801 Fairview St. Berkeley, CA 94703	Reimbursement for Construction materials		9,830.05
<b>KEMA</b> 3169 Payshpere Circle Chicago, IL 60674	<b>KEMA</b> 3169 Payshpere Circle Chicago, IL 60674	Commissioning		9,260.00
<b>Ian Winters</b> 1801 Fairview St. Berkeley, CA 94703	<b>Ian Winters</b> 1801 Fairview St. Berkeley, CA 94703	Cash flow loan		8,000.00
<b>Architectural Energy Corporation</b> 2540 Frontier Ave. Ste 201 Boulder, CO 80301	<b>Architectural Energy Corporation</b> 2540 Frontier Ave. Ste 201 Boulder, CO 80301	Architectural consulting		4,336.50
<b>PG&amp;E</b> Payment Research PO Box 997310 Sacramento, CA 95899-7310	<b>PG&amp;E</b> Payment Research PO Box 997310 Sacramento, CA 95899-7310	Elec service installation	Disputed	4,191.71
<b>Reid Heating &amp; Energy, Inc.</b> 1925 #3 Francisco Blvd. East San Rafael, CA 94901	<b>Reid Heating &amp; Energy, Inc.</b> 1925 #3 Francisco Blvd. East San Rafael, CA 94901	HVAC Sub	Disputed	1,482.77
<b>State of California Franchise Tax Board</b> PO Box 942857 Sacramento, CA 94257-0611	<b>State of California Franchise Tax Board</b> PO Box 942857 Sacramento, CA 94257-0611	LLC tax		1,388.75
<b>Aon Risk Services</b> 199 Fremont St., Ste 1400, San Francisco, CA 94105	<b>Aon Risk Services</b> 199 Fremont St., Ste 1400, San Francisco, CA 94105	Insurance fee		928.13
<b>EBMUD</b> Payment Center PO Box 1000 Oakland, CA 94649-0001	<b>EBMUD</b> Payment Center PO Box 1000 Oakland, CA 94649-0001	utilities (water)		468.30

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>EBMUD Payment Center PO Box 1000 Oakland, CA 94649-0001</b>	<b>EBMUD Payment Center PO Box 1000 Oakland, CA 94649-0001</b>	<b>utilities (fire)</b>		<b>388.54</b>
<b>Plumbing Ministry 1637 80th Ave. Oakland, CA 94621</b>	<b>Plumbing Ministry 1637 80th Ave. Oakland, CA 94621</b>	<b>Plumbing maintenance</b>		<b>250.00</b>
<b>M&amp;M Plumbing 540 South 2nd St. Rio Vista, CA 94571</b>	<b>M&amp;M Plumbing 540 South 2nd St. Rio Vista, CA 94571</b>	<b>Plumbing sub- contractor</b>	<b>Disputed</b>	<b>204.41</b>

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

I, the Executive Director of NCLT, Managing Member Noodle Factory 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 **October 13, 2009**Signature **/s/ Ian Winters**

**Ian Winters**  
**Executive Director of NCLT, Managing Member Noodle**  
**Factory**

*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.

Aon Risk Services  
199 Fremont St., Ste 1400,  
San Francisco, CA 94105

Architectural Energy Corporation  
2540 Frontier Ave. Ste 201  
Boulder, CO 80301

AT&T  
AT&T Payment Center  
Sacramento, CA 95887-0001

City of Oakland  
CEDA Permit Center  
250 Frank H Ogawa Plaza, Suite 2114  
Oakland, CA 94612

DRB Associates  
220 Montgomery St. Ste 1830  
San Francisco, CA 94104

EBMUD  
Payment Center  
PO Box 1000  
Oakland, CA 94649-0001

Franchise Tax Board  
Franchise Tax Board  
PO Box 942857  
Sacramento, CA 94257-0611

Francis McIlveen  
1521 Verdi St #A  
Alameda, CA 94501

Goldfarb Lipman Attorneys  
PO Box 71043  
Oakland, CA 94612

Ian Winters  
1801 Fairview St.  
Berkeley, CA 94703

KEMA  
3169 Payshpere Circle  
Chicago, IL 60674

Lynda Arnold  
1255 26th St, Unit 203  
Oakland, CA 94607

M&M Plumbing  
540 South 2nd St.  
Rio Vista, CA 94571

Mechanics Bank of Richmond  
3170 Hilltop Mall  
San Pablo, CA 94806

Noodle Factory Performing Arts Center  
c/o Norman Gee  
3122 Shattuck Ave  
Berkeley, CA 94705

Northern California Land Trust  
3122 Shattuck Ave  
Berkeley, CA 94705



NP Solar Alliance  
3122 Shattuck Ave  
Berkeley, CA 94705

Oakland Noodle Factory Ltd  
Attn: Dana Harrison  
2911 Lorina St  
Berkeley, CA 94705

Old Republic-Trestee Services Div  
1000 Burnett Ave  
Concord, CA 94520

Otis Elevator  
444 Spear St, #100  
San Francisco, CA 94105

Patricia Brown  
1255 26th St, Unit 104  
Oakland, CA 94607

PG&E  
Payment Research  
PO Box 997310  
Sacramento, CA 95899-7310

PG&E  
Box 997300  
Sacramento, CA 95899-7300

PG&E  
Box 997300  
Sacramento, CA 95899-7300

Plumbing Ministry  
1637 80th Ave.  
Oakland, CA 94621

Reid Heating & Energy, Inc.  
1925 #3 Francisco Blvd. East  
San Rafael, CA 94901

State of California  
Franchise Tax Board  
PO Box 942857  
Sacramento, CA 94257-0611

Tom Dannenberg  
Tom Dannenberg Co  
155 Filbert St  
Oakland, CA 94607

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

In re **Noodle Factory CLT Homes, LLC**

Debtor(s)

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

Chapter **11**

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Ian Winters**, declare under penalty of perjury that I am the **Executive Director of NCLT, Managing Member Noodle Factory** of **Noodle Factory CLT Homes, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 12 day of October, 2009.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation is authorized and directed to employ **Chris D. Kuhner 173291**, attorney and the law firm of **Kornfield, Nyberg, Bendes & Kuhner PC** to represent the corporation in such bankruptcy case."

Date **October 12, 2009**

Signed **/s/ Ian Winter**  
**Ian Winters**

Resolution of Board of Directors  
of  
**Noodle Factory CLT Homes, LLC**

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter **11** of Title 11 of the United States Code;

Be It Therefore Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter **11** voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Ian Winters, Executive Director of NCLT, Managing Member Noodle Factory** of this Corporation is authorized and directed to employ **Chris D. Kuhner 173291**, attorney and the law firm of **Kornfield, Nyberg, Bendes & Kuhner PC** to represent the corporation in such bankruptcy case.

Date October 12, 2009

Signed \_\_\_\_\_  
/s/ Ian Winters

Date October 12, 2009

Signed \_\_\_\_\_