

B1 (Official Form 1)(12/11)

United States Bankruptcy Court Southern District of California		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): PB Redell, Inc., a California corporation		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Pacific Beach Bar and Grill; DBA PB Bar and Grill; DBA Club Tremors		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) 33-0538856		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): 860 Garnet Avenue San Diego, CA		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 92109		ZIP Code
County of Residence or of the Principal Place of Business: San Diego		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):		
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 \$2,343,300 (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 <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
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		
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		
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		

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

(Name of landlord that obtained judgment)			

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

Voluntary Petition

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

Name of Debtor(s):

PB Redell, Inc., a California corporation

Signatures

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

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

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

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of 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/ John L. Smaha 95855
 Signature of Attorney for Debtor(s)

John L. Smaha 95855 (Bar No. 95855)
 Printed Name of Attorney for Debtor(s)

Smaha Law Group
 Firm Name

7860 Mission Center Ct. #100
San Diego, CA 92108

 Address

Email: jsmaha@smaha.com

619-688-1557 Fax: 619-688-1558
 Telephone Number

November 19, 2012
 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/ Marianne R. Carson
 Signature of Authorized Individual

Marianne R. Carson
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

November 19, 2012
 Date

**RESOLUTIONS OF THE BOARD OF DIRECTORS
PB REDELL, INC.
A CALIFORNIA CORPORATION**

A meeting of all of the Board of Directors of PB REDELL, INC., a California corporation authorized to do business within the State of California, was held on November 14, 2012 at SMAHA LAW GROUP, 7860 Mission Center Court, Ste. 100, San Diego, California.

Based upon exigent circumstances the following resolutions were made by a majority of the Board of Directors of PB REDELL, INC.:

BE IT RESOLVED, that the following individuals are elected to the following positions:

President: Marianne R. Carson

Secretary: Marcia Nordstrom

Treasurer: Marcia Nordstrom

Chief Restructuring Officer: Mike Lee

BE IT RESOLVED, that PB REDELL, INC. by and through its President, is authorized to execute a petition under Chapter 11 of the United States Bankruptcy Code placing PB REDELL, INC., into protection under Chapter 11 of the United States Bankruptcy Code.

BE IT FURTHER RESOLVED, that the President and Chief Restructuring Officer's are authorized to take any and all actions necessary for the purposes of proposing and executing a Plan of Reorganization for PB REDELL, INC. including but not limited to, signing statements of financial affairs, liabilities and assets, plans of reorganization, sale of the assets of the company and all other matters necessary thereto.

BE IT FURTHER RESOLVED, that the President, Treasurer and/or the Chief Restructuring Officer is authorized to open debtor-in-possession bank accounts under his or others signatures, at any financial institution allowed under the guidelines of the United States Trustee for the Southern District of California.

BE IT FURTHER RESOLVED, that PB Redell, Inc. is authorized to employ the law firm of Smaha Law Group as Debtor's counsel to represent the Debtor as debtor-in-possession in its Chapter 11 Bankruptcy proceeding.

Executed this 14th day of November 2012, at San Diego, California.

Mariann R. Carson

PB REDELL, INC.

Its: President

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of California

In re **PB Redell, Inc., a California corporation**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(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>
Aetna P.O. Box 894920 Los Angeles, CA 90189-4920	Aetna P.O. Box 894920 Los Angeles, CA 90189-4920	Vendor		4,580.00
Anheuser Busch of San Diego P.O. Box 80758 San Diego, CA 92138	Anheuser Busch of San Diego P.O. Box 80758 San Diego, CA 92138	Vendor		8,960.00
Board of Equalization P.O. Box 942879 Sacramento, CA 94279-0001	Board of Equalization P.O. Box 942879 Sacramento, CA 94279-0001	Sales Tax		201,172.70
Challenge Dairy Products P.O. Box 742266 Los Angeles, CA 90074-2266	Challenge Dairy Products P.O. Box 742266 Los Angeles, CA 90074-2266	Vendor		9,711.38
Claudia Gonzalez c/o Matrix Law Firm 2901 W. Coast Highway Ste. 350 Newport Beach, CA 92663	Claudia Gonzalez c/o Matrix Law Firm 2901 W. Coast Highway Ste. 350 Newport Beach, CA 92663	Wage Claim	Unliquidated Disputed	31,266.00
EDD P.O. Box 277250 Sacramento, CA 95827-7250	EDD P.O. Box 277250 Sacramento, CA 95827-7250	Tax Lien filed 05/11/2012 and 09/14/2012 Withholding Taxes		74,964.91
George Kilcrease 4155 Middlesex Drive San Diego, CA 92116	George Kilcrease 4155 Middlesex Drive San Diego, CA 92116	Vendor		3,935.00
Home Depot P.O. Box 183175 Columbus, OH 43218-3175	Home Depot P.O. Box 183175 Columbus, OH 43218-3175	Vendor	Unliquidated	11,000.00
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	Tax Lien filed 04/18/2012, 07/31/2012, 08/24/2012 Withholding Taxes		314,963.75
Jack's Coctail & Tavern Supply 6302 Federal Blvd. San Diego, CA 92114	Jack's Coctail & Tavern Supply 6302 Federal Blvd. San Diego, CA 92114	Vendor		5,056.95

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

In re PB Redell, Inc., a California corporation

Case No. _____

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>
Le Fe Tortilleria P.O. Box 787 San Marcos, CA 92079	Le Fe Tortilleria P.O. Box 787 San Marcos, CA 92079	Vendor		3,233.63
Nicholas Korski 222 C Avenue Coronado, CA 92118	Nicholas Korski 222 C Avenue Coronado, CA 92118	Vendor		3,200.00
PG Fund 1, LLC P.O. Box 2737 Anaheim, CA 92809-0112	PG Fund 1, LLC P.O. Box 2737 Anaheim, CA 92809-0112	FCI Lender Services - Line of Credit	Contingent Unliquidated	72,929.92
Roger Lee 2428 Wilbur Avenue San Diego, CA 92109	Roger Lee 2428 Wilbur Avenue San Diego, CA 92109	Loans		46,025.00
Southern Wine & Spirits File 56002 Los Angeles, CA 90074-6002	Southern Wine & Spirits File 56002 Los Angeles, CA 90074-6002	Vendor		24,931.78
Sysco Foodservices of SD P.O. Box 509101 San Diego, CA 92150-9101	Sysco Foodservices of SD P.O. Box 509101 San Diego, CA 92150-9101	Vendor		8,834.27
Union Bank Special Assets Dept. 1201 Fifth Avenue San Diego, CA 92101	Union Bank Special Assets Dept. 1201 Fifth Avenue San Diego, CA 92101	Line of Credit		83,843.79
US Foodservice P.O. Box 1749 Vista, CA 92085	US Foodservice P.O. Box 1749 Vista, CA 92085	Vendor	Unliquidated	27,589.02
Worldwide Produce P.O. Box 54399 Los Angeles, CA 90054	Worldwide Produce P.O. Box 54399 Los Angeles, CA 90054	Vendor	Unliquidated	6,239.10
Youngs Market Company P.O. Box 61647 Los Angeles, CA 90060	Youngs Market Company P.O. Box 61647 Los Angeles, CA 90060	Vendor	Unliquidated	16,613.98

**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 November 19, 2012Signature /s/ Marianne R. Carson

Marianne R. Carson
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.

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

In re **PB Redell, Inc., a California corporation** Case No. _____
Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. xxxx-x3424									
Cypress Premium Funding, Inc. P.O. Box 3529 Mission Viejo, CA 92690	-								
		Value \$	0.00				0.00	0.00	
Account No. xxxxx14.84									
PG Fund 1, LLC P.O. Box 2737 Anaheim, CA 92809-0112	-								
		Value \$	6,000,000.00				1,917,471.53	0.00	
Account No. xxxxxx65.02									
US Small Bus. Administration 550 West C Street, Ste. 550 San Diego, CA 92101	-								
		Value \$	6,000,000.00				1,532,371.83	0.00	
Account No.									
		Value \$							
Subtotal (Total of this page)							3,449,843.36	0.00	
Total (Report on Summary of Schedules)							3,449,843.36	0.00	

 0 continuation sheets attached

In re PB Redell, Inc., a California corporation

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

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

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

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

 Deposits by individuals

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

 Taxes and certain other debts owed to governmental units

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

 Commitments to maintain the capital of an insured depository institution

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

 Claims for death or personal injury while debtor was intoxicated

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

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

B6E (Official Form 6E) (4/10) - Cont.

In re PB Redell, Inc., a California corporation
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY	
Account No. Claudia Gonzalez c/o Matrix Law Firm 2901 W. Coast Highway Ste. 350 Newport Beach, CA 92663		-	Various Dates 2008 to 2012 Wage Claim		X	X	31,266.00	31,266.00	
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)							31,266.00	31,266.00	0.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re PB Redell, Inc., a California corporation
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xx-xx8130 Board of Equalization P.O. Box 942879 Sacramento, CA 94279-0001		-	Sales Tax				201,172.70	0.00 201,172.70
Account No. xxx 4778 EDD P.O. Box 277250 Sacramento, CA 95827-7250		-	Tax Lien filed 05/11/2012 and 09/14/2012 Withholding Taxes				74,964.91	0.00 74,964.91
Account No. xxxxx88.56 Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346		-	Tax Lien filed 04/18/2012, 07/31/2012, 08/24/2012 Withholding Taxes				314,963.75	0.00 314,963.75
Account No.								
Account No.								

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page) **591,101.36** **0.00**
591,101.36

Total
(Report on Summary of Schedules) **622,367.36** **31,266.00**
591,101.36

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

In re **PB Redell, Inc., a California corporation**
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PB Bar & Grill A-1 Air Vent Cleaning Specialist P.O. Box 461503 Escondido, CA 92046	-	Vendor				617.19
Account No. P.B. Redell, Inc. Access to Money/Cardtronics Terminal #LK632843 119 North Camino Real, #136 Encinitas, CA 92024	-	Vendor, Plus Potential Breach of Contract Claim		X		0.00
Account No. xxxx1869 Aetna P.O. Box 894920 Los Angeles, CA 90189-4920	-	Vendor				4,580.00
Account No. x2041 Airgas - West P.O. Box 7423 Pasadena, CA 91109-7423	-	Vendor				2,623.45
Subtotal (Total of this page)						7,820.64

 12 continuation sheets attached

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

In re PB Redell, Inc., a California corporation,

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. x3505 Anheuser Busch of San Diego P.O. Box 80758 San Diego, CA 92138		Vendor				8,960.00	
Account No. xxxxx8897 ASCAP 21678 Network Place Chicago, IL 60673-1216		Vendor				1,171.93	
Account No. 1666 Bay Alarm Company 12315 Oak Knoll Road Poway, CA 92064		Vendor				414.49	
Account No. xxx2193 BMI P.O. Box 406741 Atlanta, GA 30384-6741		Vendor				101.01	
Account No. Brian Despres Refrigeration 1626 Gitano Street Encinitas, CA 92024		Vendor				694.36	
Sheet no. <u>1</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	11,341.79

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

In re **PB Redell, Inc., a California corporation**, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. PBBG Bryant L. Taylor 6458 East Lake Drive San Diego, CA 92119		-	Vendor				154.70	
Account No. xx0475 Challenge Diary Products P.O. Box 742266 Los Angeles, CA 90074-2266		-	Vendor				9,711.38	
Account No. Clear Channel San Diego Market File 56492 Los Angeles, CA 90074		-	Vendor				1,035.00	
Account No. xxx 5689 Conexis P.O. Box 6241 Orange, CA 92863-6241		-	Vendor				120.00	
Account No. xx6803 CoPower Dept. 34604 P.O. Box 39001 San Francisco, CA 94139-0001		-	Vendor				1,590.10	
Sheet no. <u>2</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,611.18

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

In re **PB Redell, Inc., a California corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PB Bar & Grill Creative Plastics 6365 Nancy Ridge Drive San Diego, CA 92121		Vendor				590.00
Account No. PB Grill Enviroclean Aqua Technology P.O. Box 91002 San Diego, CA 92169		Vendor				650.00
Account No. Fashion 5.0 Magazine 4865 Del Mar Avenue San Diego, CA 92107		Vendor, Plus Potential Breach of Contract Claim		X		2,775.00
Account No. PB Bar & Grill Food & Beverage Assn. 3110 Camino del Rio So., #315 San Diego, CA 92108		Vendor				440.00
Account No. PB Redell George Kilcrease 4155 Middlesex Drive San Diego, CA 92116		Vendor				3,935.00
Sheet no. 3 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,390.00

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

In re **PB Redell, Inc., a California corporation**, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxx7538 gNeil P.O. Box 451179 Fort Lauderdale, FL 33345-1179			Vendor				179.97
Account No. Happy Hour Magazine 3502 Pringle Street, #202 San Diego, CA 92110			Vendor				1,200.00
Account No. Harbor Distributing, LLC Dept. #2685 Los Angeles, CA 90084-2685			Vendor				17.00
Account No. xxxx xxxx xxxx 6475 Home Depot P.O. Box 183175 Columbus, OH 43218-3175			Vendor		X		11,000.00
Account No. PB Bar & Grill Howard Scholes 1067 Oliver Avenue San Diego, CA 92109			Vendor				2,525.00
Sheet no. <u>4</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	14,921.97

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

In re PB Redell, Inc., a California corporation, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxx0027 Impact 1590 Gilbreth Road Burlingame, CA 94010			Vendor				560.30
Account No. PB Bar & Grill ISOTECH Pest Management P.O. Box 4215 Covina, CA 91723			Vendor, Plus Potential Breach of Contract Claim		X		1,650.00
Account No. Jack's Coctail & Tavern Supply 6302 Federal Blvd. San Diego, CA 92114			Vendor				5,056.95
Account No. 149 Karl Strauss Breweries 5985 Santa Fe Street San Diego, CA 92109			Vendor				918.00
Account No. PB Bar & Grill Le Fe Tortilleria P.O. Box 787 San Marcos, CA 92079			Vendor				3,233.63
Sheet no. <u>5</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	11,418.88

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

In re PB Redell, Inc., a California corporation, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xx1695 Mission Linen 2727 Industry Street Oceanside, CA 92054-4810		-	Vendor, Plus Potential Breach of Contract Claim			X	693.74	
Account No. New Leaf Biofuel 2285 Newton Avenue San Diego, CA 92113		-	Vendor				1,050.00	
Account No. Nicholas Korski 222 C Avenue Coronado, CA 92118		-	Vendor				3,200.00	
Account No. PB Redell Oliva Goddard & Wright 9333 Genessee Ave., Ste. 110 San Diego, CA 92121		-	Vendor				2,400.00	
Account No. Pacific Magazine San Diego 2165 San Diego Ave., Ste. 202 San Diego, CA 92110		-	Vendor				200.00	
Sheet no. <u>6</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	7,543.74

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

In re **PB Redell, Inc., a California corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. 5495 Pacific Shellfish 5040 Cass Street San Diego, CA 92109		-	Vendor				1,419.00
Account No. x-xxx-9214 Peachtree Checks & Forms P.O. Box 850 Milton, WA 98354		-	Vendor				74.00
Account No. xxxxx41.62 PG Fund 1, LLC P.O. Box 2737 Anaheim, CA 92809-0112		-	FCI Lender Services - Line of Credit	X	X		72,929.92
Account No. PBBG Plus One Water, LLC 1666 Garnet Avenue San Diego, CA 92109		-	Vendor				272.64
Account No. PB Bar & Grill Pro Edge Knife 7431 Mission Gorge Road San Diego, CA 92120		-	Vendor				400.00
Sheet no. <u>7</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	75,095.56

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

In re **PB Redell, Inc., a California corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PB Grill Pro Systems 8145 Ronson Road, #C San Diego, CA 92111		Vendor				90.00
Account No. xxx6574 Radiant Systems P.O. Box 198755 Atlanta, GA 30384-8755		Vendor				600.00
Account No. PBBar Rainbow Distributing 2065 Kurtz Street San Diego, CA 92110-2014		Vendor				1,533.53
Account No. Richard Communications 6016 Meade Avenue San Diego, CA 92115		Vendor				247.05
Account No. xx xxxxxl #253 Roger Lee 2428 Wilbur Avenue San Diego, CA 92109		09/2012 Loans				46,025.00
Sheet no. 8 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	48,495.58

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

In re PB Redell, Inc., a California corporation, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. x3779 Stone Brewing Company 1999 Citracado Parkway Escondido, CA 92029		Vendor				2,970.60
Account No. xx5959 Sysco Foodservices of SD P.O. Box 509101 San Diego, CA 92150-9101		Vendor				8,834.27
Account No. PB Bar & Grill Tri Signal Integration 15853 Monte St., Ste. 101 Sylmar, CA 91342		Vendor				724.44
Account No. PBBG Triple D Distributors 5725 Kearny Villa Rd., Ste. 1 San Diego, CA 92123		Vendor				476.00
Account No. Union Bank Special Assets Dept. 1201 Fifth Avenue San Diego, CA 92101		Line of Credit				83,843.79
Sheet no. <u>10</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	96,849.10

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

In re PB Redell, Inc., a California corporation,

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx9052 Union Tribune P.O. Box 121546 San Diego, CA 92112-5546		Vendor				296.25
Account No. P086 US Foodservice P.O. Box 1749 Vista, CA 92085		Vendor		X		27,589.02
Account No. xxxxxxxx-x0001 Verizon Wireless P.O. Box 660108 Dallas, TX 75266-0108		Telephone Service				3,148.82
Account No. PacBar Worldwide Produce P.O. Box 54399 Los Angeles, CA 90054		Vendor		X		6,239.10
Account No. xxxxx1330 Xerox Coperation 45 Glover Avenue Norwalk, CT 06856-4505		Vendor, Plus Potential Breach of Contract Claim		X		0.00
Sheet no. <u>11</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	37,273.19

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

In re **PB Redell, Inc., a California corporation** , Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. x2937		Vendor				
Youngs Market Company P.O. Box 61647 Los Angeles, CA 90060	-			X		16,613.98
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u> 12 </u> of <u> 12 </u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,613.98
					Total (Report on Summary of Schedules)	377,700.17

United States Bankruptcy Court
Southern District of California

In re **PB Redell, Inc., a California corporation** ,
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
Marcia Nordstrom 860 Garnet Avenue San Diego, CA 92109	Shareholder	26,958 Voting Shares, 118,392 Non Voting Shares	Interest
Mike Lee 860 Garnet Avenue San Diego, CA 92109	Shareholder	26,958 Voting Shares, 118,292 Non-Voting Shares	Interest
Roger Lee 860 Garnet Avenue San Diego, CA 92109	Shareholder	26,959 Voting Shares, 118,391 Non Voting Shares	Interest
Sam & Hae Sook Lee Revocable Trust 4238 Mesa Street Torrance, CA 90505	Shareholder	4,257 Voting Shares, 18, 693 Non-Voting Shares	Interest

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 **November 19, 2012**

Signature **/s/ Marianne R. Carson**
Marianne R. Carson
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.*

CSD 1008 [08/21/00]

Name, Address, Telephone No. & I.D. No.

John L. Smaha 95855
7860 Mission Center Ct. #100
San Diego, CA 92108
619-688-1557
(Bar No. 95855)

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA
 325 West "F" Street, San Diego, California 92101-6991

In Re

PB Redell, Inc., a California corporation

BANKRUPTCY NO.

Debtor.

VERIFICATION OF CREDITOR MATRIX

PART I (check and complete one):

- New petition filed. Creditor diskette required. TOTAL NO. OF CREDITORS: 72
- Conversion filed on _____. *See instructions on reverse side.*
 - Former Chapter 13 converting. Creditor diskette required. TOTAL NO. OF CREDITORS: _____
 - Post-petition creditors added. Scannable matrix required.
 - There are no post-petition creditors. No matrix required.
- Amendment or Balance of Schedules filed concurrently with this original scannable matrix affecting Schedule of Debts and/or Schedule of Equity Security Holders. *See instructions on reverse side.*
 - Names and addresses are being ADDED.
 - Names and addresses are being DELETED.
 - Names and addresses are being CORRECTED.

PART II (check one):

- The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.
- The above-named Debtor(s) hereby verifies that there are no post-petition creditors affected by the filing of the conversion of this case and that the filing of a matrix is not required.

Date: November 19, 2012

/s/ Marianne R. Carson
Marianne R. Carson/President
 Signer/Title

REFER TO INSTRUCTIONS ON REVERSE SIDE

CSD 1008

INSTRUCTIONS

- 1) Full compliance with Special Requirements for Mailing Addresses (CSD 1007) is required.
- 2) A creditors matrix with Verification is required whenever the following occurs:
 - a) A new petition is filed. Diskette required.
 - b) A case is converted on or after SEPTEMBER 1, 2000. (See paragraph 4b concerning post-petition creditors.)
 - c) An amendment to a case on or after SEPTEMBER 1, 2000, which adds, deletes or changes creditor address information on the debtor's Schedule of Debts and/or Schedule of Equity Security Holders. Scannable matrix format required.
- 3) The scannable matrix must be originally typed or printed. It may not be a copy.
- 4) CONVERSIONS:
 - a) When converting a Chapter 13 case filed before SEPTEMBER 1, 2000, to another chapter, ALL creditors must be listed on the mailing matrix at the time of filing and accompanied by a Verification. Diskette required.
 - b) For Chapter 7, 11, or 12 cases converted on or after SEPTEMBER 1, 2000, only post-petition creditors need be listed on the mailing matrix. The matrix and Verification must be filed with the post-petition schedule of debts and/or schedule of equity security holders. If there are no post-petition creditors, only the verification form is required. Scannable matrix format required.
- 5) AMENDMENTS AND BALANCE OF SCHEDULES:
 - a) Scannable matrix format required.
 - b) The matrix with Verification is a document separate from the amended schedules and may not be used to substitute for any portion of the schedules. **IT MUST BE SUBMITTED WITH THE AMENDMENT/BALANCE OF SCHEDULES.**
 - c) Prepare a separate page for each type of change required: ADDED, DELETED, or CORRECTED. On the **REVERSE** side of each matrix page, indicate which category that particular page belongs in. Creditors falling in the same category should be placed on the same page in alphabetical order.
- 6) Please refer to CSD 1007 for additional information on how to avoid matrix-related problems.

A-1 Air Vent
Cleaning Specialist
P.O. Box 461503
Escondido, CA 92046

Access to Money/Cardtronics
Terminal #LK632843
119 North Camino Real, #136
Encinitas, CA 92024

Aetna
P.O. Box 894920
Los Angeles, CA 90189-4920

Airgas - West
P.O. Box 7423
Pasadena, CA 91109-7423

Anheuser Busch of San Diego
P.O. Box 80758
San Diego, CA 92138

ASCAP
21678 Network Place
Chicago, IL 60673-1216

AVI Insurance
200 South Ola Vista
San Clemente, CA 92672

Bay Alarm Company
12315 Oak Knoll Road
Poway, CA 92064

BMI
P.O. Box 406741
Atlanta, GA 30384-6741

Board of Equalization
P.O. Box 942879
Sacramento, CA 94279-0001

Brian Despres Refrigeration
1626 Gitano Street
Encinitas, CA 92024

Bryant L. Taylor
6458 East Lake Drive
San Diego, CA 92119

Challenge Dairy Products
P.O. Box 742266
Los Angeles, CA 90074-2266

Claudia Gonzalez
c/o Matrix Law Firm
2901 W. Coast Highway Ste. 350
Newport Beach, CA 92663

Clear Channel
San Diego Market
File 56492
Los Angeles, CA 90074

Conexis
P.O. Box 6241
Orange, CA 92863-6241

CoPower
Dept. 34604
P.O. Box 39001
San Francisco, CA 94139-0001

Creative Plastics
6365 Nancy Ridge Drive
San Diego, CA 92121

Cypress Premium Funding, Inc.
P.O. Box 3529
Mission Viejo, CA 92690

EDD
P.O. Box 277250
Sacramento, CA 95827-7250

EDD
Lien Group, MIC 92G
P.O. Box 826880
Sacramento, CA 94280-0001

Enviroclean Aqua Technology
P.O. Box 91002
San Diego, CA 92169

Fashion 5.0 Magazine
4865 Del Mar Avenue
San Diego, CA 92107

Food & Beverage Assn.
3110 Camino del Rio So., #315
San Diego, CA 92108

George Kilcrease
4155 Middlesex Drive
San Diego, CA 92116

gNeil
P.O. Box 451179
Fort Lauderdale, FL 33345-1179

Happy Hour Magazine
3502 Pringle Street, #202
San Diego, CA 92110

Harbor Distributing, LLC
Dept. #2685
Los Angeles, CA 90084-2685

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

Howard Scholes
1067 Oliver Avenue
San Diego, CA 92109

Impact
1590 Gilbreth Road
Burlingame, CA 94010

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Internal Revenue Service
P.O. Box 145585, STOP 8420G
Cincinnati, OH 45250-5585

ISOTECH Pest Management
P.O. Box 4215
Covina, CA 91723

Jack R. Leer
Seltzer Caplan McMahon Vitek
750 B Street, Ste. 100
San Diego, CA 92101

Jack's Coctail & Tavern Supply
6302 Federal Blvd.
San Diego, CA 92114

Karl Strauss Breweries
5985 Santa Fe Street
San Diego, CA 92109

Le Fe Tortilleria
P.O. Box 787
San Marcos, CA 92079

Mission Linen
2727 Industry Street
Oceanside, CA 92054-4810

New Leaf Biofuel
2285 Newton Avenue
San Diego, CA 92113

Nicholas Korski
222 C Avenue
Coronado, CA 92118

Oliva Goddard & Wright
9333 Genessee Ave., Ste. 110
San Diego, CA 92121

Pacific Magazine San Diego
2165 San Diego Ave., Ste. 202
San Diego, CA 92110

Pacific Shellfish
5040 Cass Street
San Diego, CA 92109

Peachtree Checks & Forms
P.O. Box 850
Milton, WA 98354

PG Fund 1, LLC
P.O. Box 2737
Anaheim, CA 92809-0112

Plus One Water, LLC
1666 Garnet Avenue
San Diego, CA 92109

Pro Edge Knife
7431 Mission Gorge Road
San Diego, CA 92120

Pro Systems
8145 Ronson Road, #C
San Diego, CA 92111

Radiant Systems
P.O. Box 198755
Atlanta, GA 30384-8755

Rainbow Distributing
2065 Kurtz Street
San Diego, CA 92110-2014

Richard Communications
6016 Meade Avenue
San Diego, CA 92115

Roger Lee
2428 Wilbur Avenue
San Diego, CA 92109

Salvador Gonzalez
2240 Delany Drive
San Ysidro, CA 92173

SBA
P.O. Box 74019
Atlanta, GA 30374-0192

Service Solutions Group
5595 Magnatron Blvd, Ste. A
San Diego, CA 92111-1310

Southern Wine & Spirits
File 56002
Los Angeles, CA 90074-6002

Staples Business Advantage
Dept LA 1368
Chicago, IL 60690-3689

Staples Credit Plan
P.O. Box 653030
Dallas, TX 75265-3030

Stone Brewing Company
1999 Citracado Parkway
Escondido, CA 92029

Sysco Foodservices of SD
P.O. Box 509101
San Diego, CA 92150-9101

Tri Signal Integration
15853 Monte St., Ste. 101
Sylmar, CA 91342

Triple D Distributors
5725 Kearny Villa Rd., Ste. 1
San Diego, CA 92123

Union Bank
Special Assets Dept.
1201 Fifth Avenue
San Diego, CA 92101

Union Tribune
P.O. Box 121546
San Diego, CA 92112-5546

US Foodservice
P.O. Box 1749
Vista, CA 92085

US Small Bus. Administration
550 West C Street, Ste. 550
San Diego, CA 92101

Verizon Wireless
P.O. Box 660108
Dallas, TX 75266-0108

WorldPay
1101 Kings Hwy North, #G100
Cherry Hill, NJ 08034

Worldwide Produce
P.O. Box 54399
Los Angeles, CA 90054

Xerox Coperation
45 Glover Avenue
Norwalk, CT 06856-4505

Youngs Market Company
P.O. Box 61647
Los Angeles, CA 90060

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

In re **PB Redell, Inc., a California corporation**
Debtor(s)

Case No. _____
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **PB Redell, Inc., a California corporation** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

November 19, 2012
Date

/s/ John L. Smaha 95855
John L. Smaha 95855
Signature of Attorney or Litigant
Counsel for **PB Redell, Inc., a California corporation**
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7860 Mission Center Ct. #100
San Diego, CA 92108
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