

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
District of Nevada**

Voluntary Petition

| | |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): PACIFIC SUN TANNING COMPANY, LLC | 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) 56-2316586 | 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): 45 HERCULES DRIVE SPARKS, NV | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 89441 | ZIP Code |
| County of Residence or of the Principal Place of Business: WASHOE | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): PO BOX 50247 SPARKS, NV | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code 89435 | 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 <hr/> 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). | 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 <hr/> 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 \$2,190,000. 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). |
|--|--|

| | |
|---|----------------------------------|
| Statistical/Administrative Information *** ALAN R. SMITH 1449 *** <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 checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input 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 checked="" type="checkbox"/> \$500,001 to \$1 million <input 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): PACIFIC SUN TANNING COMPANY, LLC | |
| 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 | | Exhibit B | |
| (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. | | (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)). | | | |

| | |
|---|---|
| <p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p> | <p>Name of Debtor(s): PACIFIC SUN TANNING COMPANY, LLC</p> |
| Signatures | |
| <p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p> | <p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p> |
| <p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ ALAN R. SMITH</u> Signature of Attorney for Debtor(s)</p> <p><u>ALAN R. SMITH 1449</u> Printed Name of Attorney for Debtor(s)</p> <p><u>The Law Offices of Alan R. Smith</u> Firm Name</p> <p><u>505 Ridge Street</u> <u>Reno, NV 89501-1719</u> Address</p> <p style="text-align: right;">Email: <u>mail@asmithlaw.com</u></p> <p><u>(775) 786-4579 Fax: (775) 786-3066</u> Telephone Number</p> <p><u>March 13, 2009</u> Date</p> <p><small>*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.</small></p> | <p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>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:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p> |
| <p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ HEIDI J. McDONALD</u> Signature of Authorized Individual</p> <p><u>HEIDI J. McDONALD</u> Printed Name of Authorized Individual</p> <p><u>MANAGING MEMBER</u> Title of Authorized Individual</p> <p><u>March 13, 2009</u> Date</p> | |

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, 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> |
| McDONALD, DON 11460 ELKS CIRCLE RANCHO CORDOVA, CA 95742 | McDONALD, DON 11460 ELKS CIRCLE RANCHO CORDOVA, CA 95742 | GOODS/SERVICES - BUSINESS STARTUP | | 85,000.00 |
| PERKINS, MARY MAXWELL PO BOX 532 ROSEVILLE, CA 95678 | PERKINS, MARY MAXWELL PO BOX 532 ROSEVILLE, CA 95678 | GOODS/SERVICES - BUSINESS EXPANSION | | 68,000.00 |
| INTERNAL REVENUE SERVICE PO BOX 21126 PHILADELPHIA, PA 19114 | INTERNAL REVENUE SERVICE PO BOX 21126 PHILADELPHIA, PA 19114 | 941 WITHHOLDING | | 68,000.00 |
| AVANT LEASING SERVICES 14515 NW MILITARY HWY SUITE 205 SAN ANTONIO, TX 78231 | AVANT LEASING SERVICES 14515 NW MILITARY HWY SUITE 205 SAN ANTONIO, TX 78231 | GOODS/SERVICES - LEASED EQUIPMENT | | 41,573.00 |
| WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054- 0349 | WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 | GOODS/SERVICES | | 37,851.00 |
| FOUR SEASONS SALES & SRVC 2505 EAST WOOD STREET PARIS, TN 38242 | FOUR SEASONS SALES & SRVC 2505 EAST WOOD STREET PARIS, TN 38242 | GOODS/SERVICES | | 33,294.00 |
| FRENCH, W.C. LAW OFFICES PO BOX 572884 HOUSTON, TX 77257 | FRENCH, W.C. LAW OFFICES PO BOX 572884 HOUSTON, TX 77257 | GOODS/SERVICES (ATTY FOR FOUR SEASONS SALES) | | 33,292.00 |
| BANK OF AMERICA/MBNA PO BOX 37271 BALTIMORE, MD 21297-3271 | BANK OF AMERICA/MBNA PO BOX 37271 BALTIMORE, MD 21297-3271 | GOODS/SERVICES | | 28,750.00 |
| SOUTHTOWNE CROSSING, LLC PO BOX 12457 RENO, NV 89510 | SOUTHTOWNE CROSSING, LLC PO BOX 12457 RENO, NV 89510 | LEASE/RENT FOR 195 DAMONTE RANCH PKWY, #F, RENO, NV 89521 | | 26,734.00 |

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

In re **PACIFIC SUN TANNING COMPANY, LLC**

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> |
|--|---|--|---|--|
| KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | LEASE/RENT FOR 1620 ROBB DRIVE, RENO, NV 89504 | | 26,652.00 |
| KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | GOODS/SERVICES - LEASED EQUIPMENT | | 25,818.03 |
| KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | LEASE/RENT FOR 2868 VISTA BLVD., #108, SPARKS, NV 89434 | | 24,561.00 |
| AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-0001 | AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-0001 | GOODS/SERVICES | | 21,662.21 |
| MOANA ARISTOTELIS, LLC PO BOX 19352 RENO, NV 89511 | MOANA ARISTOTELIS, LLC PO BOX 19352 RENO, NV 89511 | LEASE/RENT FOR 500 EAST MOANA LANE, SUITE C, RENO, NV 89502 | | 20,934.00 |
| NEVADA DEPT TAXATION P.O. BOX 52674 PHOENIX, AZ 85072-2674 | NEVADA DEPT TAXATION P.O. BOX 52674 PHOENIX, AZ 85072-2674 | SALES TAX | | 16,971.00 |
| MERCY SPRINGS 152 PARTNERS, LLC 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | MERCY SPRINGS 152 PARTNERS, LLC 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | LEASE/RENT FOR 1075 NORTH HILLS, SUITE 220, RENO, NV | | 15,516.00 |
| ALL HOURS TANNING SUPPLIES 1119 CALDWELL BLVD. NAMPA, ID 83651-1719 | ALL HOURS TANNING SUPPLIES 1119 CALDWELL BLVD. NAMPA, ID 83651-1719 | GOODS/SERVICES | | 15,000.00 |
| SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431 | SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431 | LEASE/RENT FOR 222 LOS ALTOS PKWY, SUITE #108, SPARKS, NV 89437 | | 13,934.00 |
| WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 | WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 | GOODS/SERVICES | | 13,789.40 |

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

In re **PACIFIC SUN TANNING COMPANY, LLC**

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> |
| AMERI MERCHANT 475 PARK AVENUE SOUTH 16TH FLOOR NEW YORK, NY 10016 | AMERI MERCHANT 475 PARK AVENUE SOUTH 16TH FLOOR NEW YORK, NY 10016 | GOODS/SERVICES | | 12,592.00 |

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

I, the MANAGING MEMBER 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 **March 13, 2009**Signature **/s/ HEIDI J. McDONALD**

**HEIDI J. McDONALD
MANAGING MEMBER**

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.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
District of Nevada

In re PACIFIC SUN TANNING COMPANY, LLC,
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|--|----------------------|-------------------|-------------------|-------------------|------------|
| A - Real Property | Yes | 1 | 0.00 | | |
| B - Personal Property | Yes | 5 | 104,220.63 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 1 | | 0.00 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 2 | | 85,649.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 11 | | 664,862.17 | |
| G - Executory Contracts and Unexpired Leases | Yes | 3 | | | |
| H - Codebtors | Yes | 2 | | | |
| I - Current Income of Individual Debtor(s) | No | 0 | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | 0 | | | N/A |
| Total Number of Sheets of ALL Schedules | | 25 | | | |
| | | Total Assets | 104,220.63 | | |
| | | Total Liabilities | | 750,511.17 | |

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC
Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

| Type of Liability | Amount |
|---|--------|
| Domestic Support Obligations (from Schedule E) | |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) | |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | |
| Student Loan Obligations (from Schedule F) | |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E | |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F) | |
| TOTAL | |

State the following:

| | |
|---|--|
| Average Income (from Schedule I, Line 16) | |
| Average Expenses (from Schedule J, Line 18) | |
| Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20) | |

State the following:

| | | |
|--|--|--|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column | | |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column | | |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column | | |
| 4. Total from Schedule F | | |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4) | | |

B6A (Official Form 6A) (12/07)

In re PACIFIC SUN TANNING COMPANY, LLC, Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| Description and Location of Property | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|--------------------------------------|---|------------------------------------|--|-------------------------|
|--------------------------------------|---|------------------------------------|--|-------------------------|

None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|---|---|---|---|
| 1. Cash on hand | | Cash drawer balances | - | 1,600.00 |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | | BANK OF AMERICA CHKG ACCT. 501004044370 | - | 100.00 |
| | | U.S. BANK CHKG. ACCT. | - | 1,500.00 |
| | | BANK OF AMERICA CHKG ACCT. 501005055745 | - | 1,210.32 |
| | | BANK OF AMERICA CHKG ACCT. 501004044406 | - | 100.00 |
| | | BANK OF AMERICA CHKG ACCT. 501004044396 | - | 100.00 |
| | | BANK OF AMERICA CHKG ACCT. 501004044422 | - | 100.00 |
| | | BANK OF AMERICA CHKG ACCT. 501004044383 | - | 3,926.57 |
| | | BANK OF AMERICA CHKG ACCT. 501004044354 | - | 100.00 |
| | | BANK OF AMERICA CHKG ACCT. 501004044419 | - | 100.00 |
| | | BANK OF AMERICA CHKG ACCT. 501004044367 | - | 100.00 |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | | BANK OF AMERICA CHKG ACCT. 5010040441933 | - | 0.00 |
| | | SECURITY DEPOSIT WITH LANDLORD - 465 SOUTH MEADOWS PKWY #11 (HELD BY DOUBLE DIAMOND TOWN CENTER) | - | 2,000.00 |
| | | SECURITY DEPOSIT WITH LANDLORD - 2868 VISTA BLVD. #108 (HELD BY KIMCO REALTY-D'ANDREA MARKETPLACE) | - | 2,600.00 |
| | | SECURITY DEPOSIT WITH LANDLORD - 195 DAMONTE RANCH PKWY #F (HELD BY SOUTHTOWNE CROSSING) | - | 3,000.00 |
| | SECURITY DEPOSIT WITH LANDLORD - 222 LOS ALTOS PKWY #108 (HELD BY SPANISH SPRINGS SHOPPING CENTER) | - | 3,960.00 | |
| | | | Sub-Total > | 20,496.89 |
| | | | (Total of this page) | |

4 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re PACIFIC SUN TANNING COMPANY, LLC,

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| Type of Property | NON E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|------------------|----------|---|---|---|
| | | SECURITY DEPOSIT WITH LANDLORD - 500 EAST MOANA LANE #C (HELD BY MOANA ARISTOTELIS) | - | 4,000.00 |
| | | SECURITY DEPOSIT WITH LANDLORD - 790 KEYSTONE AVENUE (HELD BY McEVANS INVESTMENT, CARE OF EUGENE BURGER MGMT) | - | 2,851.20 |
| | | SECURITY DEPOSIT WITH LANDLORD - 1620 ROBB DR. #C1 (HELD BY KIMCO REALTY-McQUEEN CROSSING) | - | 4,377.97 |
| | | SECURITY DEPOSIT WITH LANDLORD - 1075 NORTH HILLS BLVD., #220 (HELD BY SELECTIVE REAL ESTATE, CARE OF EUGENE BURGER MGMT) | - | 8,500.00 |
| | | SECURITY DEPOSIT HELD BY LESSOR LEAF, FORMERLY PUGET SOUND LEASING | - | 1,998.98 |
| | | SECURITY DEPOSIT WITH LESSOR SOUTHWEST CREDIT | - | 6,105.44 |
| | | SECURITY DEPOSIT WITH LESSOR KAPOK INVESTMENT FORMERLY AVANT LEASING SERVING AND SOUTHWEST CREDIT | - | 8,860.13 |
| | | SECURITY DEPOSIT WITH LESSOR KAPOK INVESTMENT FORMERLY AVANT LEASING SERVING AND SOUTHWEST CREDIT | - | 14,733.16 |
| | | SECURITY DEPOSIT WITH LESSOR KAPOK INVESTMENT FORMERLY AVANT LEASING SERVING AND SOUTHWEST CREDIT | - | 1,734.28 |
| | | SECURITY DEPOSIT WITH LESSOR COMMERCIAL EQUIPMENT LEASING | - | 4,139.10 |
| | | SECURITY DEPOSIT WITH LESSOR EVANS NATIONAL | - | 747.33 |
| | | SECURITY DEPOSIT WITH LESSOR FIRST MISSOURI NATIONAL BANK FORMERLY STERLING LEASING | - | 544.82 |
| | | SECURITY DEPOSIT WITH LESSOR FIRST MISSOURI NATIONAL BANK FORMERLY STERLING LEASING | - | 931.33 |
| | | | Sub-Total > | 59,523.74 |
| | | | (Total of this page) | |

Sheet 1 of 4 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|--------------------------------------|---|---|
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | X | | | |

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|-------------------------------------|--------------------------------------|---|---|
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | <input checked="" type="checkbox"/> | | | |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | <input checked="" type="checkbox"/> | | | |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. | <input checked="" type="checkbox"/> | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | <input checked="" type="checkbox"/> | | | |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. | <input checked="" type="checkbox"/> | | | |
| 22. Patents, copyrights, and other intellectual property. Give particulars. | <input checked="" type="checkbox"/> | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | <input checked="" type="checkbox"/> | | | |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | | CUSTOMER LIST | - | 2,500.00 |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | <input checked="" type="checkbox"/> | | | |
| 26. Boats, motors, and accessories. | <input checked="" type="checkbox"/> | | | |
| 27. Aircraft and accessories. | <input checked="" type="checkbox"/> | | | |
| | | | Sub-Total > | 2,500.00 |
| | | | (Total of this page) | |

Sheet 3 of 4 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | NON E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|----------|---|---|---|
| 28. Office equipment, furnishings, and supplies. | | PERSONAL COMPUTERS (10), PRINTERS (11), RECEIPT PRINTERS (8), T-MAX TERMINALS (8), 2 DESKS | - | 12,100.00 |
| 29. Machinery, fixtures, equipment, and supplies used in business. | X | | | |
| 30. Inventory. | | TANNING LOTIONS (X8 SALONS) | - | 9,600.00 |
| 31. Animals. | X | | | |
| 32. Crops - growing or harvested. Give particulars. | X | | | |
| 33. Farming equipment and implements. | X | | | |
| 34. Farm supplies, chemicals, and feed. | X | | | |
| 35. Other personal property of any kind not already listed. Itemize. | X | | | |

| | |
|----------------------|-------------------|
| Sub-Total > | 21,700.00 |
| (Total of this page) | |
| Total > | 104,220.63 |

(Report also on Summary of Schedules)

Sheet 4 of 4 continuation sheets attached to the Schedule of Personal Property

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Subtotal (Total of this page) | | | | | | | | |
| Total (Report on Summary of Schedules) | | | | | | | 0.00 | 0.00 |

0 continuation sheets attached

In re PACIFIC SUN TANNING COMPANY, LLC

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 \$10,950* 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 \$5,400* 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 \$2,425* 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).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re PACIFIC SUN TANNING COMPANY, LLC
Debtor

Case No. _____

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

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

| 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 | D I S P U T E D | U N L I Q U I D A T E D | C O N T I N G E N T | AMOUNT OF CLAIM | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|--|--------------------------------------|--|--|--------------------|---|
| | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. xx-xxx6586 | | | | | | | |
| INTERNAL REVENUE SERVICE PO BOX 21126 PHILADELPHIA, PA 19114 | - | | | | | | 0.00 |
| | | 3/2007-2/2009 | | | | 68,000.00 | 68,000.00 |
| | | 941 WITHHOLDING | | | | | |
| Account No. | | | | | | | |
| Representing: INTERNAL REVENUE SERVICE | | | | | | | |
| | | INTERNAL REVENUE SERVICE STOP 5028 110 CITY PARKWAY LAS VEGAS, NV 89106 | | | | | |
| Account No. 16,971 | | | | | | | |
| NEVADA DEPT TAXATION P.O. BOX 52674 PHOENIX, AZ 85072-2674 | - | | | | | | 0.00 |
| | | 2008-09 | | | | 16,971.00 | 16,971.00 |
| | | SALES TAX | | | | | |
| Account No. | | | | | | | |
| Representing: NEVADA DEPT TAXATION | | | | | | | |
| | | NEVADA DEPT OF TAXATION 1550 COLLEGE PARKWAY, NO. 115 CARSON CITY, NV 89706 | | | | | |
| Account No. xx9895 | | | | | | | |
| NEVADA EMPLOYMENT SEC 500 E. THIRD STREET CARSON CITY, NV 89713-0030 | - | | | | | | 0.00 |
| | | 11/2008 | | | | 678.00 | 678.00 |
| | | PAYROLL TAX | | | | | |
| Subtotal | | | | | | | 0.00 |
| (Total of this page) | | | | | | 85,649.00 | 85,649.00 |
| Total | | | | | | | 0.00 |
| (Report on Summary of Schedules) | | | | | | 85,649.00 | 85,649.00 |

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

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

In re PACIFIC SUN TANNING COMPANY, LLC Case No. _____
 Debtor

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.) | Husband, Wife, Joint, or Community | | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------|------------|--------------|----------|------------------|
| | C O D E B T O R | H W J C | | | | |
| Account No. 9716 ADVANTA BANK CORP PO BOX 8088 PHILADELPHIA, PA 19101-8088 | X | - | | | | 5,116.11 |
| Account No. ALL HOURS TANNING SUPPLIES 1119 CALDWELL BLVD. NAMPA, ID 83651-1719 | | - | | | | 15,000.00 |
| Account No. xxx92.00 AMERI MERCHANT 475 PARK AVENUE SOUTH 16TH FLOOR NEW YORK, NY 10016 | | - | | | | 12,592.00 |
| Account No. xx1003 AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-0001 | X | - | | | | 3,641.24 |
| Subtotal (Total of this page) | | | | | | 36,349.35 |

10 continuation sheets attached

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | 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. xx1004 AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-0001 | | - | 1/2006-1/2008 GOODS/SERVICES | | | | 21,662.21 |
| Account No. xxxxxxxxxx-xx000-2 AT&T ATT PAYMENT CENTER SACRAMENTO, CA 95887-0001 | | - | 10/2008 GOODS/SERVICES | | | | 4,357.50 |
| Account No. AVANT LEASING SERVICES 14515 NW MILITARY HWY SUITE 205 SAN ANTONIO, TX 78231 | X | - | 11/2005 GOODS/SERVICES - LEASED EQUIPMENT | | | | 41,573.00 |
| Account No. xx-xx3457 BANK OF AMERICA PO BOX 660576 DALLAS, TX 75266 | X | - | 8/2007 GOODS/SERVICES | | | | 7,600.03 |
| Account No. xxxx-xxxx-xxxx-3258 BANK OF AMERICA PO BOX 15710 WILMINGTON, DE 19886-5710 | X | - | 1/2007-1/2009 GOODS/SERVICES | | | | 12,465.08 |
| Subtotal (Total of this page) | | | | | | | 87,657.82 |

Sheet no. 1 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | 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 |
|--|--------------------------------------|--|---|--|--|--------------------------------------|------------------|
| | | | | | | | |
| Account No. xxxx-xxxx-xxxx-1175 BANK OF AMERICA PO BOX 15710 WILMINGTON, DE 19886-5710 | X | - | 1/2007-1/2009 GOODS/SERVICES | | | | 6,326.04 |
| Account No. xxx-xxxxx-xx70-05 BANK OF AMERICA/MBNA PO BOX 37271 BALTIMORE, MD 21297-3271 | X | - | 8/2005-1/2009 GOODS/SERVICES | | | | 28,750.00 |
| Account No. BELGRADE STATE BANK 306 N. MISSOURI STREET. POTOSI, MO 63664 | | - | LEASE 58585 | | | | 0.00 |
| Account No. xxxx-xxxx-xxxx-9254 CAPITAL ONE BANK PO BOX 30285 SALT LAKE CITY, UT 84130-0285 | X | - | 2007 GOODS/SERVICES | | | | 9,110.42 |
| Account No. COMMERCIAL EQUIPMENT LEASE 2292 OAKMONT WAY EUGENE, OR 97401 | X | - | 11/2007 GOODS/SERVICES - LEASED EQUIPMENT | | | | 5,135.00 |
| Subtotal (Total of this page) | | | | | | | 49,321.46 |

Sheet no. 2 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | 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. xx1176 CREDIT BUREAU TAHOE-TRUCKEE, INC. 2900 McBRIDE LANE SANTA ROSA, CA 95403 | | | 5/2008 GOODS/SERVICES | | | | 395.00 | |
| Account No. DIRECT CAPITAL CORPORATION 155 COMMERCE WAY PORTSMOUTH, NH 03801 | X | | GOODS/SERVICES - LEASED EQUIPMENT | | | | 2,127.00 | |
| Account No. x0087 EAGLE ELECTRIC 1055 INDUSTRIAL WAY #6 SPARKS, NV 89431 | | | 7/2008 GOODS/SERVICES | | | | 162.39 | |
| Account No. EV4998 EVANS NAT'L LEASING ONE GRIMSBY DRIVE HAMBURG, NY 14075 | | | 1/2007 GOODS/SERVICES - LEASED EQUIPMENT | | | | 1,623.00 | |
| Account No. xxxxxx2-001 FINANCIAL PACIFIC LEASING 3455 S. 344TH WAY #300 AUBURN, WA 98001 | X | | 12/2006 GOODS/SERVICES - LEASED EQUIPMENT | | | | 4,026.00 | |
| Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 8,333.39 |

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | 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. FIRE EXTENGUISHER SERVICES 325 W. FRONT STREET FALLON, NV 89406 | | - | 1/2008 GOODS/SERVICES | | | | 180.00 | |
| Account No. FIRST FUNDS 240 W. 35TH STREET #14 NEW YORK, NY 10001 | | - | 8/2006 GOODS/SERVICES | | | | 7,515.00 | |
| Account No. FIRST MISSOURI NAT'L BANK 455 S. SAM BARR DRIVE KEARNEY, MO 64060 | X | - | 11/2007 GOODS/SERVICES - LEASED EQUIPMENT | | | | 2,983.00 | |
| Account No. FISH WINDOW CLEANING 3690 GRAND DRIVE SUITE J RENO, NV 89509 | | - | 9/2008-12/2008 GOODS/SERVICES | | | X | 516.00 | |
| Account No. FOUR SEASONS SALES & SRVC 2505 EAST WOOD STREET PARIS, TN 38242 | X | - | 1/2008-4/2008 GOODS/SERVICES | | | | 33,294.00 | |
| Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 44,488.00 |

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

In re PACIFIC SUN TANNING COMPANY, LLC 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 | 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. xx7735 FRENCH, W.C. LAW OFFICES PO BOX 572884 HOUSTON, TX 77257 | X | - | 1/2008-5/2008 GOODS/SERVICES (ATTY FOR FOUR SEASONS SALES) | | | | 33,292.00 | |
| Account No. HARTMANN, ROBERT HARTMANN PROFESSIONAL SERVICES 1010 12TH STREET SUITE 107 SPARKS, NV 89431 | - | | 4/2008-2/2009 TAX PREPARATION SERVICES | | | | 1,040.00 | |
| Account No. JUST IMAGINE 2390 HICKORY HILLS WAY RENO, NV 89523 | - | | 3/08-5/08 GOODS/SERVICES | | | | 582.00 | |
| Account No. xxxxxxx4192 KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | X | - | 11/2005 GOODS/SERVICES - LEASED EQUIPMENT | | | | 10,349.48 | |
| Account No. xxxxxx7190 KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | X | - | GOODS/SERVICES - LEASED EQUIPMENT | | | | 25,818.03 | |
| Sheet no. <u>5</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 71,081.51 |

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

In re PACIFIC SUN TANNING COMPANY, LLC

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 | 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. KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | X | - | 9/2006 GOODS/SERVICES - LEASED EQUIPMENT | | | | 433.57 | |
| Account No. KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | - | | 10/2008-3/2009 LEASE/RENT FOR 2868 VISTA BLVD., #108, SPARKS, NV 89434 | | | | 24,561.00 | |
| Account No. KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | - | | 10/2008-3/2009 LEASE/RENT FOR 1620 ROBB DRIVE, RENO, NV 89504 | | | | 26,652.00 | |
| Account No. xxx-xxxxxx3-001 LEAF 2005 MARKET STREET 15TH FLOOR PHILADELPHIA, PA 19103 | X | - | 1/2008 GOODS/SERVICES - LEASED EQUIPMENT | | | | 1,988.88 | |
| Account No. McDONALD, DON 11460 ELKS CIRCLE RANCHO CORDOVA, CA 95742 | - | | 2003 GOODS/SERVICES - BUSINESS STARTUP | | | | 85,000.00 | |
| Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 138,635.45 |

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

In re PACIFIC SUN TANNING COMPANY, LLC 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 | 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. McEVANS INVESTMENT 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | | - | 1/2009-3/2009 LEASE/RENT FOR 790 KEYSTONE AVENUE, RENO, NV 89503 | | | | 6,393.00 | |
| Account No. MERCY SPRINGS 152 PARTNERS, LLC 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | | - | 1/2009-3/2009 LEASE/RENT FOR 1075 NORTH HILLS, SUITE 220, RENO, NV | | | | 15,516.00 | |
| Account No. MOANA ARISTOTELIS, LLC PO BOX 19352 RENO, NV 89511 | | - | 11/2008-3/2009 LEASE/RENT FOR 500 EAST MOANA LANE, SUITE C, RENO, NV 89502 | | | | 20,934.00 | |
| Account No. MOANA MTK 540 W. PLUMB LANE RENO, NV 89509 | | - | 12/2007 GOODS/SERVICES - LEASEHOLD TENANT IMPROVEMENTS | | | | 8,308.00 | |
| Account No. ORION FIRST FINANCIAL, LLC PO BOX 2149 GIG HARBOR, WA 98335-4149 | X | - | GOODS/SERVICES - LEASED EQUIPMENT | | | | 1,782.00 | |
| Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 52,933.00 |

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | 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. PERKINS, MARY MAXWELL PO BOX 532 ROSEVILLE, CA 95678 | | | 10/2007 GOODS/SERVICES - BUSINESS EXPANSION | | | | 68,000.00 | |
| Account No. xxx-xxxxxx9-001 PUGET SOUND LEASING PO BOX 1295 ISSAQUAH, WA 98027 | X | - | 1/2008 GOODS/SERVICES - LEASED EQUIPMENT | | | | 2,404.02 | |
| Account No. SOUTHTOWNE CROSSING, LLC PO BOX 12457 RENO, NV 89510 | | - | 10/2008-3/2009 LEASE/RENT FOR 195 DAMONTE RANCH PKWY, #F, RENO, NV 89521 | | | | 26,734.00 | |
| Account No. SOUTHWEST CREDIT PAYMENT 13750 SAN PEDRO SUITE 150 SAN ANTONIO, TX 78232 | | - | 1/09-3/09 GOODS/SERVICES - LEASED EQUIPMENT | | | | 5,456.00 | |
| Account No. SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431 | | - | 1/2009-3/2009 LEASE/RENT FOR 222 LOS ALTOS PKWY, SUITE #108, SPARKS, NV 89437 | | | | 13,934.00 | |
| Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 116,528.02 |

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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 | 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. xxxx9044 STATES RECOVERY SYSTEMS, INC. PO BOX 2860 RANCHO CORDOVA, CA 95742-7201 | | | 11/2005 GOODS/SERVICES - COLLECTION OF DEBT | | | | 732.00 | |
| Account No. Ax2510 SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907 | X | - | GOODS/SERVICES - LEASED EQUIPMENT | | | | 2,777.70 | |
| Account No. Ax2482 SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907 | X | - | 1/2008 GOODS/SERVICES - LEASED EQUIPMENT | | | | 2,832.07 | |
| Account No. 1552 T & L HEATING 2760 ENTERPRISE ROAD RENO, NV 89512 | | - | 6/2008 GOODS/SERVICES | | | | 1,552.00 | |
| Account No. xxxx-xxxx-xxxx-5707 WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 | X | - | 8/2005-1/2009 GOODS/SERVICES | | | | 13,789.40 | |
| Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 21,683.17 |

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

In re PACIFIC SUN TANNING COMPANY, LLC, Debtor Case No. _____

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. xxxx-xxxx-xxxx-4867 WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 | | | | | | 37,851.00 |
| Account No. | | | | | | |
| Account No. | | | | | | |
| Account No. | | | | | | |
| Account No. | | | | | | |

Sheet no. 10 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **37,851.00**

Total
(Report on Summary of Schedules) **664,862.17**

B6G (Official Form 6G) (12/07)

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts or unexpired leases.

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|---|---|
| AVANT LEASING SERVICES 14515 NW MILITARY HWY SUITE 205 SAN ANTONIO, TX 78231 | EQUIPMENT LEASE; CUSTOMER #1753; MONTHLY PAYMENT \$433.57 |
| COMMERCIAL EQUIPMENT LEASE 2292 OAKMONT WAY EUGENE, OR 97401 | EQUIPMENT LEASE #0023188001 |
| DIRECT CAPITAL CORPORATION 155 COMMERCE WAY PORTSMOUTH, NH 03801 | EQUIPMENT LEASE #060-0009241-000 |
| EVANS NAT'L LEASING ONE GRIMSBY DRIVE HAMBURG, NY 14075 | EQUIPMENT LEASE #EV4998 |
| FINANCIAL PACIFIC LEASING 3455 S. 344TH WAY #300 AUBURN, WA 98001 | EQUIPMENT LEASE #0474902-001; 1 Sun Ergoline Avantgarde 600, S/N: 9000800625000313 Location: Damonte; 1 Sun Ergoline Classic 600, S/N: 9000800672000376 Location: Reno; 1 Soltron M-50 Spirit, S/N: 754960, Location: Sparks |
| FIRST MISSOURI NAT'L BANK STERLING LEASING 455 S. SAM BARR DRIVE KEARNEY, MO 64060 | EQUIPMENT LEASE #48902; EXPIRATION 1/31/2011 (LEASE ORIGINALLY WITH STERLING FINANCIAL, STERLING LEASE #14999001); EQUIPMENT: 2 Prosun x-5 S/N: UNX5SL1C4L0018 AND UNX5SL1C4L0019, Location: Robb Dr.; Lease 14999002: 1 Sportarredo Tan Up, S/N: OR31155, Location: North Valley; 1 Integra Tanning Rooms Wall System, Location: North Valley; Evans National, 1 Sportarredo Mastersun 360 HP, S/N: n/a, Location n/a |
| KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | EQUIPMENT LEASE #05740257190; PAYMENT \$3,683.29/MO |
| KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | EQUIPMENT LEASE #5740254192; PAYMENT \$2,105.68/MO |

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|--|---|
| KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 | EQUIPMENT LEASE |
| KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | LOCATION LEASE; EXPIRATION 7/2013 |
| KIMKO REALTY CORPORATION 3333 NEW HYDE PARK ROAD PO BOX 5020 NEW HYDE PARK, NY 11042-0020 | LOCATION LEASE; EXPIRATION 12/2012 |
| LEAF 2005 MARKET STREET 15TH FLOOR PHILADELPHIA, PA 19103 | EQUIPMENT LEASE #001-0626203-001 |
| McEVANS INVESTMENT 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | LOCATION LEASE; EXPIRATION 11/2012 |
| MERCY SPRINGS 152 PARTNERS, LLC 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | LOCATION LEASE; EXPIRATION 06/2011 |
| MOANA ARISTOTELIS, LLC PO BOX 19352 RENO, NV 89511 | LOCATION LEASE; EXPIRATION 01/2012 |
| ORION FIRST FINANCIAL, LLC PO BOX 2149 GIG HARBOR, WA 98335-4149 | EQUIPMENT LEASE #40033291 |
| PUGET SOUND LEASING PO BOX 1295 ISSAQUAH, WA 98027 | EQUIPMENT LEASE (ASSIGNED BY PUGET SOUND LEASING TO LEAF); #001-0018399-001; 60 MONTHS COMMENCING 3/12/2008; \$1,988.98 SECURITY DEPOSIT. Equipment: 3 Sundash 332, S/N: 56775, 56776, 56778, Location: North Valley; 2 Touchdowns S/N: 855764 and 855752, Location: North Valley; 1 Sun Ergoline Classic 600, S/N: 000264, Location: North Valley |
| SOUTHTOWNE CROSSING, LLC PO BOX 12457 RENO, NV 89510 | LOCATION LEASE; EXPIRATION 9/2010 |

Sheet 1 of 2 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re PACIFIC SUN TANNING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|--|--|
| <p>SOUTHWEST CREDIT PAYMENT 13750 SAN PEDRO SUITE 150 SAN ANTONIO, TX 78232</p> | <p>EQUIPMENT LEASE #0351; PAYMENT \$1,526.36/MO.</p> |
| <p>SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431</p> | <p>LOCATION LEASE FOR SPANISH SPRINGS SHOPPING CENTER; EXPIRATION 01/2012</p> |
| <p>SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907</p> | <p>EQUIPMENT LEASE #A124821: Integra Tanning Rooms Wall System, Location: Keystone; 1 Integra Tanning Rooms Wall System, Location: Robb Dr.; 1 Sportarredo Universe, S/N: 001245300, Location: Keystone; 2 UWE Cobras S/N: COHXF05040016 and COHXF05040048, Location: Keystone Ave.</p> |
| <p>SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907</p> | <p>EQUIPMENT LEASE #A12510: 3 Soltron Kiss, S/N: 6006400235000337, 000400236000290, 6000400035000293, Location: Robb Dr.; 1 Soltron Hot Pepper, S/N: 70346, Location: Robb Dr.; 2 Dr. Mueller Elixir, S/N: 038042, 1038113, Location: Robb Dr.; 1 Dr. Mueller Sungate, S/N: 250-00338, Location: Robb Dr.</p> |

B6H (Official Form 6H) (12/07)

In re PACIFIC SUN TANNING COMPANY, LLC,

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or 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).

 Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|---|---|
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | CAPITAL ONE BANK PO BOX 30285 SALT LAKE CITY, UT 84130-0285 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-0001 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | BANK OF AMERICA PO BOX 660576 DALLAS, TX 75266 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | BANK OF AMERICA/MBNA PO BOX 37271 BALTIMORE, MD 21297-3271 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | WELLS FARGO BANK PO BOX 54349 LOS ANGELES, CA 90054-0349 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | ADVANTA BANK CORP PO BOX 8088 PHILADELPHIA, PA 19101-8088 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | BANK OF AMERICA PO BOX 15710 WILMINGTON, DE 19886-5710 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | BANK OF AMERICA PO BOX 15710 WILMINGTON, DE 19886-5710 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | PUGET SOUND LEASING PO BOX 1295 ISSAQUAH, WA 98027 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | FOUR SEASONS SALES & SRVC 2505 EAST WOOD STREET PARIS, TN 38242 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | LEAF 2005 MARKET STREET 15TH FLOOR PHILADELPHIA, PA 19103 |

1

_____ continuation sheets attached to Schedule of Codebtors

In re PACIFIC SUN TANNING COMPANY, LLC,

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|---|---|
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | FIRST MISSOURI NAT'L BANK 455 S. SAM BARR DRIVE KEARNEY, MO 64060 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | FINANCIAL PACIFIC LEASING 3455 S. 344TH WAY #300 AUBURN, WA 98001 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | DIRECT CAPITAL CORPORATION 155 COMMERCE WAY PORTSMOUTH, NH 03801 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | COMMERCIAL EQUIPMENT LEASE 2292 OAKMONT WAY EUGENE, OR 97401 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | SUMMIT LEASING PO BOX 7 YAKIMA, WA 98907 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | ORION FIRST FINANCIAL, LLC PO BOX 2149 GIG HARBOR, WA 98335-4149 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | AVANT LEASING SERVICES 14515 NW MILITARY HWY SUITE 205 SAN ANTONIO, TX 78231 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | KAPOK INVESTMENT GROUP, LLC PO BOX 281129 ATLANTA, GA 30384 |
| SHERRY L. MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | FRENCH, W.C. LAW OFFICES PO BOX 572884 HOUSTON, TX 77257 |

Sheet 1 of 1 continuation sheets attached to the Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MANAGING MEMBER of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 27 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 13, 2009

Signature /s/ HEIDI J. McDONALD
HEIDI J. McDONALD
MANAGING MEMBER

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.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|-----------------------|---|
| \$410,054.00 | 1/1/2009-3/4/2009 GROSS RECEIPTS FROM BUSINESS |
| \$1,721,083.00 | 2008 GROSS RECEIPTS FROM BUSINESS |
| \$1,183,538.00 | 2007 GROSS RECEIPTS FROM BUSINESS |

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|---|---|-----------------------|
| COMMERCIAL EQUIPMENT LEASE 2292 OAKMONT WAY EUGENE, OR 97401 | 2/13/09 (\$2,069.55); 2/03/2009 (\$2,079.55); 1/30/09 (\$1,079.55, \$1,010.00) | \$6,238.65 | \$5,135.00 |
| D'ANDREA MARKET PLACE | 12/22/2008: \$4,690.34; 01/04/2009 \$131.33; 01/05/2009: \$4,690.34 | \$9,512.01 | \$29,621.14 |
| EUGENE BURGER COMPANY | 2/3/09 AND 1/5/09 \$2,534.40 EACH | \$5,068.80 | \$6,389.80 |
| MERCY SPRINGS 152 PARTNERS, LLC 5011 MEADOWOOD MALL WAY SUITE 200 RENO, NV 89502 | 2/3/09 (\$4,538.70), 1/5/09 (\$3,967) | \$8,505.70 | \$15,516.00 |
| SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431 | 2/9/09 AND 1/4/09 \$4,617.06 EA. | \$9,234.10 | \$13,934.00 |

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|-----------------|-------------|-----------------------|
|--|-----------------|-------------|-----------------------|

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|---|----------------------|------------------------------|-----------------------|
| NO FORMAL CASE FILED; FIVE-DAY NOTICE TO QUIT RECEIVED FROM GARY FULLER, ATTORNEY FOR LANDLORD, NORTH VALLEY SALON | EVICITION | NONE FILED | PENDING |
| NO FORMAL SUIT FILED; FIVE-DAY NOTICE TO QUIT RECEIVED 3/12/09 FROM JONES VARGAS, ATTY. FOR McQUEEN CROSSINGS SC | EVICITION | NONE | PENDING |

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|--|-----------------|-----------------------------------|
|--|-----------------|-----------------------------------|

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR OR SELLER | DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN | DESCRIPTION AND VALUE OF PROPERTY |
|--|--|-----------------------------------|
|--|--|-----------------------------------|

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF ASSIGNEE | DATE OF ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|------------------------------|--------------------|-----------------------------------|
|------------------------------|--------------------|-----------------------------------|

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CUSTODIAN | NAME AND LOCATION OF COURT CASE TITLE & NUMBER | DATE OF ORDER | DESCRIPTION AND VALUE OF PROPERTY |
|-------------------------------|--|---------------|-----------------------------------|
|-------------------------------|--|---------------|-----------------------------------|

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION AND VALUE OF PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS | DATE OF LOSS |
|--|---|--------------|
| Lost business revenues and property damage | Automobile collided with building (business) located at 790 Keystone Avenue; business for 1 tanning room closed for 3 weeks; insurance paid claim of \$2,250 for lost revenues; no property damage payment by insurance or landlord | 2/13/2009 |

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|---|--|
| The Law Offices of Alan R. Smith 505 Ridge Street Reno, NV 89501-1719 | 3/5/09 | \$20,000 |

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|--|------|--|
|--|------|--|

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

| NAME OF TRUST OR OTHER DEVICE | DATE(S) OF TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---------------------------------|--|------------------------------------|
|---------------------------------|--|------------------------------------|

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY | NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY | DESCRIPTION OF CONTENTS | DATE OF TRANSFER OR SURRENDER, IF ANY |
|--|---|-------------------------|---------------------------------------|
|--|---|-------------------------|---------------------------------------|

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATE OF SETOFF | AMOUNT OF SETOFF |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

| NAME AND ADDRESS OF OWNER | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY |
|---------------------------|-----------------------------------|----------------------|
|---------------------------|-----------------------------------|----------------------|

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|---------------------------------------|---------------|-----------------------|
|---------------------------------------|---------------|-----------------------|

18. Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|----------------------------------|--|--|--------------------|----------------------------|
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 465 SOUTH MEADOWS PARKWAY #11 RENO, NV 89501 | INDOOR TANNING | 05/2003-PRESENT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 2868 VISTA BLVD., #108 SPARKS, NV 89441 | INDOOR TANNING | 10/2003-CURRENT |

| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|----------------------------------|--|--|--------------------|----------------------------|
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 195 DAMONTE RANCH PKWY #F SPARKS, NV 89441 | INDOOR TANNING | 12/2005-CURRENT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 222 LOS ALTOS PKWY #108 SPARKS, NV 89441 | INDOOR TANNING | 12/2006-CURRENT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 500 EAST MOANA LANE #C RENO, NV 89501 | INDOOR TANNING | 12/2006-PRESENT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 790 KEYSTONE AVENUE RENO, NV 89503 | INDOOR TANNING | 10/2007-PRESENT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 1620 ROBB DRIVE #C RENO, NV 89523 | INDOOR TANNING | 10/2007-PRESNT |
| PACIFIC SUN TANNING COMPANY, LLC | 56-2316586 | 1075 NORTH HILLS BLVD. #220 RENO, NV 89501 | INDOOR TANNING | 10/2007-PRESENT |

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

| NAME AND ADDRESS | DATES SERVICES RENDERED |
|--|----------------------------------|
| HARTMANN, ROBERT HARTMAN PROFESSIONAL SERVICES 1010 12TH STREET SUITE 107 SPARKS, NV 89431 | 2006-2007 TAX RETURN PREPARATION |
| SCOTT A. McDONALD 45 HERCULES DRIVE SPARKS, NV 89431 | 2003-PRESENT |

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

| | |
|---------------------------------|--|
| NAME HARTMANN, ROBERT | ADDRESS HARTMANN PROFESSIONAL SERVICES 1010 12TH STREET SUITE 107 SPARKS, NV 89431 |
|---------------------------------|--|

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

| | |
|---|----------------------------------|
| NAME AND ADDRESS SPANISH SPRINGS SHOPPING CENTER 1475 HYMER AVENUE SPARKS, NV 89431 | DATE ISSUED SEPT. 2008 |
|---|----------------------------------|

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

| DATE OF INVENTORY | INVENTORY SUPERVISOR | DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) |
|-------------------|---|---|
| 2/27/2009 | CALLI KOSTURAS, NATALIA MONTES, JESSICA BOND, SHANNON WILLIAMS | \$9,534.34 COST |
| 2/20/2009 | KALLI KOSTURAS, NATALIA MONTES, JESSICA BOND, SHANNON WILLIAMS | \$11,456.14 COST |

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

| DATE OF INVENTORY | NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS |
|-------------------|--|
| 2/27/2009 | HEIDI McDONALD |
| 2/20/2009 | HEIDI McDONALD |

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

| NAME AND ADDRESS | NATURE OF INTEREST | PERCENTAGE OF INTEREST |
|------------------|--------------------|------------------------|
|------------------|--------------------|------------------------|

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|--|------------------------|--|
| HEIDI McDONALD 45 HERCULES DRIVE SPARKS, NV 89441 | MANAGING MEMBER | 70% OWNERSHIP |
| SCOTT McDONALD 45 HERCULES DRIVE SPARKS, NV 89441 | MEMBER | 30% OWNERSHIP |

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|---|---------------|---------------------|
| SHERRY MALCOM 6438 BEECH AVENUE ORANGEVALE, CA 95662 | MEMBER | JUNE 2008 |

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

| NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR | DATE AND PURPOSE OF WITHDRAWAL | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|--|--|
| HEIDI McDONALD 45 HERCULES DRIVE SPARKS, NV 89441 MANAGING MEMBER/OPERATIONS MANAGER | WAGES AND REIMBURSEMENT OF EXPENSES 3/10/08-3/09/09 | \$11,098.54 |
| SCOTT A. McDONALD 45 HERCULES DRIVE SPARKS, NV 89441 MEMBER/BUSINESS MANAGER | 3/10/08-3/09/09 | \$110,447.95 |

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 13, 2009

Signature /s/ HEIDI J. McDONALD
HEIDI J. McDONALD
MANAGING MEMBER

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: 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
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC
Debtor(s)

Case No. _____
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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 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>20,000.00</u> |
| Prior to the filing of this statement I have received..... | \$ | <u>20,000.00</u> |
| Balance Due..... | \$ | <u>0.00</u> |

2. \$ 1,089.00 of the filing fee has been paid.

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

Debtor Other (specify):

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

Debtor Other (specify):

5. 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.

6. 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.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

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.

Dated: March 13, 2009

/s/ ALAN R. SMITH
ALAN R. SMITH 1449
The Law Offices of Alan R. Smith
505 Ridge Street
Reno, NV 89501-1719
(775) 786-4579 Fax: (775) 786-3066
mail@asmithlaw.com

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC
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 |
|--|-------------------------------|-------------------------|----------------------|
| HEIDI McDONALD 45 HERCULES SPARKS, NV 89441 | MEMBER/MANAGING MEMBER | N/A | 70% OWNERSHIP |
| SCOTT McDONALD 45 HERCULES DRIVE SPARKS, NV 89441 | MEMBER | N/A | 30% OWNERSHIP |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MANAGING MEMBER 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 March 13, 2009

Signature /s/ HEIDI J. McDONALD
**HEIDI J. McDONALD
MANAGING MEMBER**

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
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC

Debtor(s)

Case No. _____

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the MANAGING MEMBER of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: March 13, 2009

/s/ HEIDI J. McDONALD

HEIDI J. McDONALD/MANAGING MEMBER

Signer/Title

PACIFIC SUN TANNING COMPANY, LLC
PO BOX 50247
SPARKS, NV 89435

ALAN R. SMITH
THE LAW OFFICES OF ALAN R. SMITH
505 RIDGE STREET
RENO, NV 89501-1719

INTERNAL REVENUE SERVICE
STOP 5028
110 CITY PARKWAY
LAS VEGAS, NV 89106

NEVADA DEPT TAXATION
P.O. BOX 52685
PHOENIX, AZ 85072-2674

NEVADA EMPLOYMENT SEC
500 E. THIRD STREET
CARSON CITY, NV 89713-0030

NV DEPT OF MOTOR VEHICLES
BANKRUPTCY SECTION
555 WRIGHT WAY
CARSON CITY, NV 89711

NV LABOR COMMISSION
675 FAIRVIEW LANE, STE 226
CARSON CITY, NV 89710

OFFICE OF THE U.S. TRUSTEE
300 BOOTH STREET, ROOM 2129
RENO, NV 89509

US EPA REGION 9 BKRPTCY CONTACT
LEWIS MALDONADO
OFFICE OF REGIONAL COUNSEL-ORC-3
75 HAWTHORNE ST
SAN FRANCISCO, CA 94105

I.R.S.-BK. PHILADELPHIA
PO BOX 21126
PHILADELPHIA, PA 19114-0326

ADVANTA BANK CORP
Acct No 9716
PO BOX 8088
PHILADELPHIA, PA 19101-8088

ALL HOURS TANNING SUPPLIES
1119 CALDWELL BLVD.
NAMPA, ID 83651-1719

AMERI MERCHANT
Acct No xxx92.00
475 PARK AVENUE SOUTH
16TH FLOOR
NEW YORK, NY 10016

AMERICAN EXPRESS
Acct No xx1003
PO BOX 0001
LOS ANGELES, CA 90096-0001

AT&T
Acct No xxxxxxxxxxxx-xx000-2
ATT PAYMENT CENTER
SACRAMENTO, CA 95887-0001

AVANT LEASING SERVICES
14515 NW MILITARY HWY
SUITE 205
SAN ANTONIO, TX 78231

BANK OF AMERICA
Acct No xx-xx3457
PO BOX 660576
DALLAS, TX 75266

BANK OF AMERICA
Acct No xxxx-xxxx-xxxx-3258
PO BOX 15710
WILMINGTON, DE 19886-5710

BANK OF AMERICA/MBNA
Acct No xxx-xxxxx-xx70-05
PO BOX 37271
BALTIMORE, MD 21297-3271

BELGRADE STATE BANK
306 N. MISSOURI STREET.
POTOSI, MO 63664

CAPITAL ONE BANK
Acct No xxxx-xxxx-xxxx-9254
PO BOX 30285
SALT LAKE CITY, UT 84130-0285

COMMERCIAL EQUIPMENT LEASE
2292 OAKMONT WAY
EUGENE, OR 97401

CREDIT BUREAU TAHOE-TRUCKEE, INC.
Acct No xx1176
2900 MCBRIDE LANE
SANTA ROSA, CA 95403

DIRECT CAPITAL CORPORATION
155 COMMERCE WAY
PORTSMOUTH, NH 03801

EAGLE ELECTRIC
Acct No x0087
1055 INDUSTRIAL WAY #6
SPARKS, NV 89431

EVANS NAT'L LEASING
Acct No EV4998
ONE GRIMSBY DRIVE
HAMBURG, NY 14075

FINANCIAL PACIFIC LEASING
Acct No xxxxxx2-001
3455 S. 344TH WAY #300
AUBURN, WA 98001

FIRE EXTENGUISHER SERVICES
325 W. FRONT STREET
FALLON, NV 89406

FIRST FUNDS
240 W. 35TH STREET
#14
NEW YORK, NY 10001

FIRST MISSOURI NAT'L BANK
455 S. SAM BARR DRIVE
KEARNEY, MO 64060

FIRST MISSOURI NAT'L BANK
STERLING LEASING
455 S. SAM BARR DRIVE
KEARNEY, MO 64060

FISH WINDOW CLEANING
3690 GRAND DRIVE
SUITE J
RENO, NV 89509

FOUR SEASONS SALES & SRVC
2505 EAST WOOD STREET
PARIS, TN 38242

FRENCH, W.C. LAW OFFICES
Acct No xx7735
PO BOX 572884
HOUSTON, TX 77257

HARTMANN, ROBERT
HARTMANN PROFESSIONAL SERVICES
1010 12TH STREET
SUITE 107
SPARKS, NV 89431

HEIDI MCDONALD
45 HERCULES
SPARKS, NV 89441

INTERNAL REVENUE SERVICE
Acct No xx-xxx6586
PO BOX 21126
PHILADELPHIA, PA 19114

JUST IMAGINE
2390 HICKORY HILLS WAY
RENO, NV 89523

KAPOK INVESTMENT GROUP, LLC
Acct No xxxxxxxx4192
PO BOX 281129
ATLANTA, GA 30384

KIMKO REALTY CORPORATION
3333 NEW HYDE PARK ROAD
PO BOX 5020
NEW HYDE PARK, NY 11042-0020

LEAF
Acct No xxx-xxxxxxx3-001
2005 MARKET STREET
15TH FLOOR
PHILADELPHIA, PA 19103

MCDONALD, DON
11460 ELKS CIRCLE
RANCHO CORDOVA, CA 95742

MCEVANS INVESTMENT
5011 MEADOWOOD MALL WAY
SUITE 200
RENO, NV 89502

MERCY SPRINGS 152 PARTNERS, LLC
5011 MEADOWOOD MALL WAY
SUITE 200
RENO, NV 89502

MOANA ARISTOTELIS, LLC
PO BOX 19352
RENO, NV 89511

MOANA MTK
540 W. PLUMB LANE
RENO, NV 89509

NEVADA DEPT OF TAXATION
1550 COLLEGE PARKWAY, NO. 115
CARSON CITY, NV 89706

NEVADA DEPT TAXATION
Acct No 16,971
P.O. BOX 52674
PHOENIX, AZ 85072-2674

ORION FIRST FINANCIAL, LLC
PO BOX 2149
GIG HARBOR, WA 98335-4149

PERKINS, MARY MAXWELL
PO BOX 532
ROSEVILLE, CA 95678

PUGET SOUND LEASING
Acct No xxx-xxxxxx9-001
PO BOX 1295
ISSAQUAH, WA 98027

SCOTT MCDONALD
45 HERCULES DRIVE
SPARKS, NV 89441

SHERRY L. MALCOM
6438 BEECH AVENUE
ORANGEVALE, CA 95662

SOUTHTOWNE CROSSING, LLC
PO BOX 12457
RENO, NV 89510

SOUTHWEST CREDIT PAYMENT
13750 SAN PEDRO
SUITE 150
SAN ANTONIO, TX 78232

SPANISH SPRINGS SHOPPING CENTER
1475 HYMER AVENUE
SPARKS, NV 89431

STATES RECOVERY SYSTEMS, INC.
Acct No xxxx9044
PO BOX 2860
RANCHO CORDOVA, CA 95742-7201

SUMMIT LEASING
Acct No Ax2510
PO BOX 7
YAKIMA, WA 98907

T & L HEATING
Acct No 1552
2760 ENTERPRISE ROAD
RENO, NV 89512

WELLS FARGO BANK
Acct No xxxx-xxxx-xxxx-5707
PO BOX 54349
LOS ANGELES, CA 90054-0349

**United States Bankruptcy Court
District of Nevada**

In re PACIFIC SUN TANNING COMPANY, LLC

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 PACIFIC SUN TANNING COMPANY, LLC 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*]

March 13, 2009

Date

/s/ ALAN R. SMITH

ALAN R. SMITH 1449

Signature of Attorney or Litigant

Counsel for PACIFIC SUN TANNING COMPANY, LLC

The Law Offices of Alan R. Smith

505 Ridge Street

Reno, NV 89501-1719

(775) 786-4579 Fax:(775) 786-3066

mail@asmithlaw.com