

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court		Voluntary Petition
N/A		
Name of Debtor (if individual, enter Last, First, Middle): <b>Giorgio, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>68-0525508</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>3930 Las Vegas Blvd. S # 120 Las Vegas, NV</b> <div style="text-align: right;">ZIP CODE <b>89118</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Clark</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 19630 Las Vegas, NV</b> <div style="text-align: right;">ZIP CODE <b>89132</b></div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>Same</b> <div style="text-align: right;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Restaurant</b>  <input type="checkbox"/> 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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <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).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <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		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Giorgio, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>N/A</b>	Case Number:	Date Filed:	
Location Where Filed: <b>N/A</b>	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>N/A</b>	Case Number:	Date Filed:	
District: <b>N/A</b>	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>B 1 (Official Form) 1 (7/08)</b>		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Giorgio, LLC</b>
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Join)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>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.</p> <p>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;"><b>Signatures</b></p> <p style="text-align: center;"><b>Signature of a Foreign Representative</b></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 13 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;"><b>Signature of Attorney*</b></p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Printed Name of Attorney for Debtor(s): <b>LARS EVENSEN BOLD</b></p> <p>Firm Name: <b>HOLLAND HART, LLP</b></p> <p>Address: <b>3800 HOWARD HUGHES PARKWAY</b></p> <p><b>10TH FLOOR</b></p> <p><b>LAS VEGAS NEVADA</b></p> <p><b>89109</b></p> <p>Telephone Number: <b>702 669-4600</b> Fax: <b>702 669-4650</b></p> <p>Date: <b>3/24/10</b> <b>LIVE VED SEN ED</b> <b>HOLLAND HART LHM</b></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;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer*</b></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(e), 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><small>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.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>Printed Name of Authorized Individual: <b>Luciano S. Pellegrini</b></p> <p>Title of Authorized Individual: <b>Authorized Officer</b></p> <p>_____ Date</p>		

B 4 (Official Form 4) (12/07)

## UNITED STATES BANKRUPTCY COURT

In re Giorgio LLC,  
Debtor

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 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 and Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Anderson Dairy 801 Searles Avenue Las Vegas, NV 89101	702-642-7507	Trade Debt		\$2,549.58
Anthem Blue Cross & Blue Shield P.O. Box 541029 Los Angeles, CA 90054-1029	303-831-3004 303-764-7321	Trade Debt		\$6,618.01
Chefs Warehouse West Coast LLC P.O. Box 601154 Pasadena, CA 91189-1154	1-800-542-2243 702-454-3032 702-433-0604	Trade Debt		\$10,003.56

(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>
Enzo Foods Co. 7540 Dean Martin Dr., Unit 504 Las Vegas, NV 89139	Enzo Mugno 702-396-0386 702-396-0391	Trade Debt		\$2,542.00
Ice Princess HVAC & Mechanical LLC 284-C E. Lake Mead Pkwy., #121 Henderson, NV 89015	702-719-1777 702-719-1779	Trade Debt		\$2,425.71
Innerworkings Accounts Receivable P.O. Box 100612 Pasadena, CA 91189-0612	Steve Joseph 702-656-2445 702-656-8682	Trade Debt		\$2,431.40
Johnson Bros of Nevada 4701 Mitchell Street, N. Las Vegas, NV 89081	702-643-1752	Trade Debt		\$2,485.05
Mandalay Place MGM Mirage File 749443 Los Angeles, CA 90074	Wendy Bergstrand 702-632-6754	Rental payments	X	\$129,273.50
Melissa's World Variety Produce, Inc. P.O. Box 21127 Los Angeles, CA 90021	800-468-7111 323-588-7841	Trade Debt		\$9,131.80
Micros Systems Inc. P.O. Box 23747 Baltimore, MD 21203-5747	Pete 702-227-1150 702-362-1525	Trade Debt		\$2,299.45

(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>
Mission Linen Mission Industries 1 West Mayflower Avenue, N. Las Vegas, NV 89030	Plant 44 702-639-2740	Trade Debt		\$4,702.74
NV Dept. of Taxation- Sales TX P.O. Box 52609 Phoenix, AZ 85072		Taxes		\$16,818.17
Southern Wine & Spirits 8400 S. Jones Boulevard Las Vegas, NV 89139	702-876-4500 702-876-1227	Trade Debt		\$4,468.00
Shetakis Wholesalers, Inc. 3400 Western Las Vegas, NV 89109	See Ital Gourmet 940-3663 735-0136	Trade Debt		\$16,391.14
Stacy Dalglish	2200 Colorado Ave. #337 Santa Monica, CA 90404	Promissory Note issued in connection with settlement by owner of Debtor		\$718,020.10 <sup>1</sup>
Stone Harris & Stone Insurance 17835 Ventura Boulevard, #210 Encino, CA 91316	Vikki Stone 818-776-2700 818-776-2722	Trade Debt		\$6,006.00
Supreme Lobster 6065 South Polaris Avenue Las Vegas, NV 89118	702-739-6020 702-739-7704	Trade Debt		\$3,167.75

<sup>1</sup> Secured by real estate not owned by Debtor

(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>
US Food Service P.O. Box 3911 Las Vegas, NV 89127	Ivan Bowman – Sales 702-636-3663 702-636-3807	Trade Debt		\$13,025.14
West Coast Prime Meats 2004 E. 67 <sup>th</sup> Street Los Angeles, CA 90001	Terry 323-585-8487 323-588-2410	Trade Debt		\$5,878.63
Wirtz Beverage Nevada Inc. File 50329 Los Angeles, CA 90074-0329	702-735-9141 702-699-8870	Trade Debt		\$4,618.33

Date: \_\_\_\_\_



Luciano S. Pellegrini, Manager of Giorgio LLC

B 203  
(12/94)

# United States Bankruptcy Court

\_\_\_\_\_ District Of NEVADA \_\_\_\_\_

**In re**

Giorgio, LLC

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

**Debtor**

Chapter 11

### DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

For legal services, I have agreed to accept .....	\$ <u>10,000</u>
Prior to the filing of this statement I have received .....	\$ <u>10,000</u>
Balance Due .....	\$ <u>0.00*</u>

\*To be determined upon request for allowance and approval for such other fees as are incurred in this case.

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

Debtor                       Other (specify)

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

Debtor                       Other (specify)

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

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

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

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements 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;



**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)**

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

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

**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 proceedings.

March 24, 2010

*Date*

/s/ Lars Evensen, Esq. (8061)

*Signature of Attorney*

Holland & Hart, LLP

*Name of law firm*

3800 Howard Hughes Parkway, 10th Floor

Las Vegas Nevada, 89169

(702) 669-4600

Fax: (702) 669-4650

lkevensen@hollandhart.com

B 203  
(12/94)

# United States Bankruptcy Court

\_\_\_\_\_ District Of NEVADA \_\_\_\_\_

**In re**

GIORGIO LLC

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

**Debtor**

Chapter 11

## DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

For legal services, I have agreed to accept ..... \$ 11,910

Prior to the filing of this statement I have received ..... \$ 11,910

Balance Due ..... \$ 0

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

Debtor                       Other (specify)

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

Debtor                       Other (specify)

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

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

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

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements 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;

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)**

d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

e. [Other provisions as needed]

N/A

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

N/A

**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 proceedings.

March 24, 2010

*Date*



*Signature of Attorney* Mark Greenfield

Blank Rome LLP

~~1925 Century Park East, 19th Fl.~~

Los Angeles, CA 90067

*Name of law firm*

Electronically filed 3/23/2010

1 Lars K. Evensen, Esq. (8061)  
2 **HOLLAND & HART LLP**  
3 3800 Howard Hughes Parkway, 10th Floor  
Las Vegas, NV 89169  
Phone: (702) 669-4600

4 Mark Greenfield, Esq.  
5 **BLANK ROME, LLP**  
6 1925 Century Park East, 19th Floor  
Los Angeles, California 90067

7 *Attorneys for Debtor Giorgio, LLC*

8  
9  
10 **UNITED STATES BANKRUPTCY COURT**  
11 **DISTRICT OF NEVADA**

12 In Re: GIORGIO, LLC,  
13 Debtor.

Case No.:  
Chapter: 11

**LIMITED LIABILITY COMPANY  
OWNERSHIP STATEMENTS  
PURSUANT TO FED R BK PR  
1007(a)(1) and 7007.1**

14  
15  
16  
17 Luciano Pellegrini declares under penalty of perjury under the laws of the United States  
18 of America, as follows:

- 19 1. I am a Manager of Giorgio, LLC, a Nevada limited liability company (the "Debtor").  
20 2. The Luciano and Fonda Pellegrini Family Trust owns 20% of the Debtor and Piero  
21 Selvaggio owns 80%.

22 Executed this \_\_\_\_ day of March, 2010



23  
24  
25 Luciano Pellegrini  
26 Manager of Debtor

26 4767456\_1.DOC

**HOLLAND & HART LLP**  
3800 Howard Hughes Parkway, 10th Floor  
Las Vegas, NV 89169  
Phone: (702) 669-4600 ♦ Fax: (702) 669-4650

**GIORGIO, LLC**

**Action by Unanimous Consent of the  
Managers and Members**

**Dated: March 23, 2010**

We, the undersigned, being the managers (the "Managers") and all the members (the "Members") of Giorgio, LLC, a Nevada limited liability company (the "Company"), do hereby waive notice of a meeting and unanimously consent and agree to the adoption of the following resolutions as if duly adopted by the Managers and at a meeting of the Members.

RESOLVED, that in the judgment of the Managers and Members, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that any manager or officer of the Company (each such manager or officer, an "Authorized Person" and all being the "Authorized Persons") is hereby authorized, empowered and directed, in the name, and on behalf of the Company, to execute and verify petitions and amendments thereto in the Company's chapter 11 case under the Bankruptcy Code (the "Chapter 11 Case"), as well as all other ancillary documents, and to cause the Chapter 11 Case to be filed in the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") at such time or in such other jurisdiction as such Authorized Person executing same shall determine.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, verify, and cause to be filed all petitions, schedules, lists, motions, applications, pleadings, adversary proceedings, agreements, and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, the execution of any document or the doing of any act by an Authorized Person in connection with any of the foregoing to be conclusively presumed to be authorized by this resolution, all with a view to the successful prosecution of the Chapter 11 Case resulting in one or more of a reorganization, restructuring of debt, and/or a sale of some or substantially all of the assets of the Company, including without limitation all lease agreements of the Company.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ the law firm of Blank Rome LLP as lead bankruptcy counsel for the Company under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Company, to execute any retention agreement, pay retainers in connection therewith, and cause to be filed any necessary application to employ Blank Rome LLP as lead bankruptcy counsel.

RESOLVED, that the Authorized Persons are authorized, directed, and empowered to employ the law firm of Holland & Hart LLP as local counsel for the Company under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval, and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Company, to execute any retention agreement, pay retainers in connection therewith, and cause to be filed any necessary application to employ Holland & Hart LLP as local bankruptcy counsel

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain assistance from other legal counsel, accountants, financial advisors, restructuring advisors, claims and noticing agents and other professionals in connection with the Chapter 11 Case, all with a view to the successful prosecution of such case and in connection therewith such Authorized Persons are hereby authorized, directed, and empowered, in the name and on behalf of the Company, to execute agreements with such advisors, pay retainers in connection therewith, and cause to be filed any necessary application to employ such additional advisors.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful Chapter 11 Case.

RESOLVED, that in connection with the Chapter 11 Case, each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings, use of cash collateral, or other financing transactions prior to or during the Chapter 11 Case.

RESOLVED, each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) to negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such persons may approve, together with such changes and amendments to any of the terms and conditions thereof as such persons may approve, with the execution and delivery thereof on behalf of the Company by or at the direction

of such persons to constitute evidence of such approval; (ii) to negotiate, execute, deliver and/or file, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such officers deem appropriate or advisable in connection therewith; and (iii) to do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby.

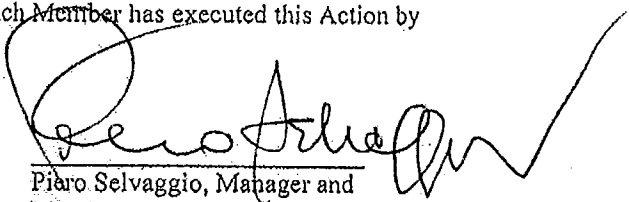
RESOLVED, that, any and all past actions heretofore taken by officers or managers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

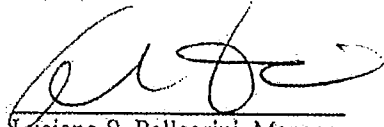
RESOLVED, that this action may be executed in counterparts.

[SIGNATURES TO APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each Manager and each Member has executed this Action by Unanimous Consent as of the date first set forth above.

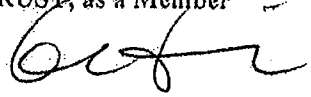
By:

  
Piero Selvaggio, Manager and Member

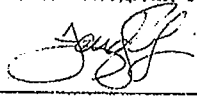
  
Luciano S. Pellegrini, Manager

LUCIANO AND FONDA PELLEGRINI  
FAMILY TRUST, as a Member

By:

  
Luciano S. Pellegrini, Trustee

By:

  
Fonda K. Pellegrini, Trustee