

**United States Bankruptcy Court
Western District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Little People Learning Center, Inc.	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): AKA Planet Kids Rec Club	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) 54-1548013	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): 4509 Bonsack Road Roanoke, VA <div style="text-align: right; font-size: small;">ZIP Code 24012</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Roanoke County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 645 Blue Ridge, VA <div style="text-align: right; font-size: small;">ZIP Code 24064</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

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

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center">Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center">Nature of Debts (Check one box)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><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.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000
Estimated Assets									
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Little People Learning Center, Inc.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

<p>Location Where Filed: - None -</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>	<p>Case Number:</p>	<p>Date Filed:</p>

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

<p>Name of Debtor: - None -</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>District:</p>	<p>Relationship:</p>	<p>Judge:</p>

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

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

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

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

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

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):
Little People Learning Center, Inc.

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ MARK A. BLACK
Signature of Attorney for Debtor(s)

MARK A. BLACK 20461
Printed Name of Attorney for Debtor(s)

BRUMBERG, MACKAY & WALL, P.L.C.
Firm Name

30 W. FRANKLIN ROAD, SUITE 800
P.O. BOX 2470
ROANOKE, VA 24010

Address

Email: mblack@bmwlaw.com

540-343-2956 Fax: 540-343-2987
Telephone Number

April 9, 2008
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Linda Brumfield
Signature of Authorized Individual

Linda Brumfield
Printed Name of Authorized Individual

President
Title of Authorized Individual

April 9, 2008
Date

United States Bankruptcy Court
Western District of Virginia

In re Little People Learning Center, Inc.
Debtor(s)

Case No. _____
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Linda Brumfield, declare under penalty of perjury that I am the President of Little People Learning Center, Inc., and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 8th day of April, 2008.

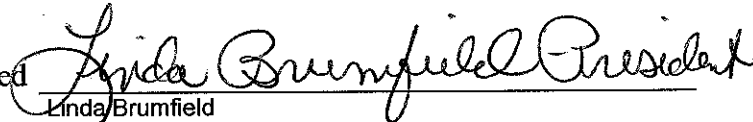
"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Linda Brumfield, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Linda Brumfield, President of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Linda Brumfield, President of this Corporation is authorized and directed to employ MARK A. BLACK 20461, attorney and the law firm of BRUMBERG, MACKEY & WALL, P.L.C. to represent the corporation in such bankruptcy case."

Date 4/8/2008

Signed 
Linda Brumfield

STATEMENT PURSUANT TO SECTION 1116(1)(B)

I, Kim Thacker, Administrator for Little People Learning Center, Inc., state and affirm under penalty of perjury that Little People Learning Center, Inc. has not prepared or generated a recent statement of operation or balance sheet.

The most recent federal income tax return filed is for 2006, with the filing of an automatic extension for the filing of the 2007 federal income tax return to be filed on or prior to April 15, 2008.

This 9th day of April, 2008.

Kim Thacker
Kim Thacker
Administrator
Title

Sworn and affirmed before me this 9th day of April, 2008, by Kim Thacker,
Administrator for Little People Learning, Inc.

Andrea Day
Notary Public

My Commission Expires: 12/31/2008

U.S. Income Tax Return for an S Corporation

Department of the Treasury
Internal Revenue Service

▶ Do not file this form unless the corporation has filed Form 2553 to elect to be an S corporation.
▶ See separate instructions.

2006

For calendar year 2006 or tax year beginning ending

A Effective date of S election 6/01/90	Use IRS label. Otherwise, print or type.	Name Little People Learning Center, Inc.	C Employer identification number 54-1548013
		Number, street, and room or suite no. If a P.O. box, see instructions PO Box 645	D Date incorporated 6/01/1990
B Business activity code number (see instructions) 624410		City or town, state, and ZIP code Blue Ridge VA 24064	E Total assets (see instructions) \$ 83,826

F Check if: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return

G Enter the number of shareholders in the corporation at the end of the tax year **1**

H Check if Schedule M-3 is required (attach Schedule M-3)

Caution: Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1,903,330	b Loss returns and allowances		c Balance	1c	1,903,330
	2 Cost of goods sold (Schedule A, line 8)				2	225,562	
	3 Gross profit Subtract line 2 from line 1c				3	1,677,768	
	4 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)				4		
	5 Other income (loss) (see instructions attach statement)				5		
	6 Total income (loss). Add lines 3 through 5				6	1,677,768	
Deductions (see instructions for limitations)	7 Compensation of officers				7	8,700	
	8 Salaries and wages (less employment credits)				8	873,109	
	9 Repairs and maintenance				9	39,780	
	10 Red debts				10		
	11 Rents				11	489,756	
	12 Taxes and licenses				12	77,722	
	13 Interest				13		
	14 Depreciation not claimed on Schedule A or elsewhere on return (attach Form 4562)				14		
	15 Depletion (Do not deduct oil and gas depletion.)				15		
	16 Advertising				16		
	17 Pension, profit-sharing, etc., plans				17		
	18 Employer benefit programs				18		
	19 Other deductions (attach statement)		See Stat 1		19	250,372	
	20 Total deductions. Add lines 7 through 19				20	1,739,439	
	21 Ordinary business income (loss). Subtract line 20 from line 6				21	-61,671	
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a					
	b Tax from Schedule D (Form 1120S)	22b					
	c Add lines 22a and 22b (see instructions for additional taxes)				22c		
	23a 2006 estimated tax payments and 2005 overpayment credited to 2006	23a					
	b Tax deposited with Form 7004	23b					
	c Credit for federal tax paid on fuels (attach Form 4136)	23c					
	d Credit for federal telephone excise tax paid (attach Form 8913)	23d					
	e Add lines 23a through 23d				23e		
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached				24		
	25 Amount owed. If line 23e is smaller than the total of lines 22c and 24, enter amount owed				25		
	26 Overpayment. If line 23e is larger than the total of lines 22c and 24, enter amount overpaid				26		
27 Enter amount from line 26 Credited to 2007 estimated tax. Refunded				27			

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer **LINDA BRUMFIELD** Date _____ Title **PRESIDENT**

Preparer's signature _____ Date _____ Check it self-employed Preparer's SSN or PTIN _____

Firm's name (if yours if self-employed), address, and ZIP code _____ EIN _____ Phone no. _____

Schedule A Cost of Goods Sold (see instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement)	5	225,562
6	Total. Add lines 1 through 5	6	225,562
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 7	8	225,562

9a Check all methods used for valuing closing inventory: (i) Cost as described in Regulations section 1.471-3
 (ii) Lower of cost or market as described in Regulations section 1.471-4
 (iii) Other (Specify method used and attach explanation.)
 b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c)
 c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)
 d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO
 e If property is produced or acquired for resale, do the rules of section 263A apply to the corporation?
 f Was there any change in determining quantities, cost, or valuations between opening and closing inventory?
 If "Yes," attach explanation.

Schedule B Other Information (see instructions)

1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify)	Yes	No
2	See the instructions and enter the: a Business activity SERVICE b Product or service CHILD CARE		
3	At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (If "Yes," attach a statement showing: (a) name and employer identification number (EIN), (b) percentage owned, and (c) if 100% owned, was a QSub election made?)		X
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5	Has this corporation filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction?		X
6	Check this box if the corporation issued publicly offered debt instruments with original issue discount. If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7	If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years \$		
8	Enter the accumulated earnings and profits of the corporation at the end of the tax year. \$		
9	Are the corporation's total receipts (see instructions) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules I and M-1.		X

Note: If the corporation, at any time during the tax year, had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Schedule K Shareholders' Pro Rata Share Items

		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 21)	1	-61,671
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Interest income	4	
	5 Dividends: a Ordinary dividends	5a	
	b Qualified dividends	5b	
	6 Royalties	6	
	7 Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	7	
8a Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	8a		
b Collectibles (20%) gain (loss)	8b		
c Unrecaptured section 1250 gain (attach statement)	8c		
9 Net section 1231 gain (loss) (attach Form 4797)	9		
10 Other income (loss) (see instructions) Type	10		

Shareholders' Pro Rata Share Items (continued)		Total amount
Deductions	11 Section 179 deduction (attach Form 4562)	11
	12a Contributions	12a
	b Investment interest expense	12b
	c Section 59(e)(2) expenditures (1) Type (2) Amount	12c(2)
	d Other deductions (see instructions) Type	12d
Credits	13a Low-income housing credit (section 42(j)(5))	13a
	b Low-income housing credit (other)	13b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	13c
	d Other rental real estate credits (see instructions) Type	13d
	e Other rental credits (see instructions) Type	13e
	f Credit for alcohol used as fuel (attach Form 6478)	13f
	g Other credits (see instructions) Type	13g
Foreign Transaction	14a Name of country or U.S. possession	14b
	b Gross income from all sources	14c
	c Gross income sourced at shareholder level Foreign gross income sourced at corporate level	14d
	d Passive	14e
	e Listed categories (attach statement)	14f
	f General limitation Deductions allocated and apportioned at shareholder level	14g
	g Interest expense	14h
	h Other Deductions allocated and apportioned at corporate level to foreign source income	14i
	i Passive	14j
	j Listed categories (attach statement)	14k
	k General limitation Other information	14l
	l Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14m
	m Reduction in taxes available for credit (attach statement)	
	n Other foreign tax information (attach statement)	
Alternative Minimum Tax (AMT) Items	15a Post-1986 depreciation adjustment	15a
	b Adjusted gain or loss	15b
	c Depletion (other than oil and gas)	15c
	d Oil, gas, and geothermal properties-gross income	15d
	e Oil, gas, and geothermal properties deductions	15e
	f Other AMT items (attach statement)	15f
Items Affecting Shareholder Basis	16a Tax exempt interest income	16a
	b Other tax exempt income	16b
	c Nondeductible expenses	16c
	d Property distributions	16d
	e Repayment of loans from shareholders	16e
Other Information	17a Investment income	17a
	b Investment expenses	17b
	c Dividend distributions paid from accumulated earnings and profits	17c
	d Other items and amounts (attach statement)	
Reconciliation	18 Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14i	18

-61,571

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		1,531		6,808
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach statement)				
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach statement)			137,371	
10a	Buildings and other depreciable assets	137,371		133,357	4,014
b	Less accumulated depreciation	133,357	4,014		
11a	Depletable assets				
b	Less accumulated depletion		38,037		38,037
12	Land (not of any amortization)			61,406	
13a	Intangible assets (amortizable only)	61,406		26,439	34,967
b	Less accumulated amortization	26,439	34,967		
14	Other assets (attach statement)		78,549		83,826
15	Total assets				
Liabilities and Shareholders' Equity					
16	Accounts payable		5,176		4,356
17	Mortgages, notes, bonds payable in less than 1 year		199,598		267,366
18	Other current liabilities (attach statement) Stat 3				
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement)		1,000		1,000
22	Capital stock				
23	Additional paid-in capital		-127,225		-188,896
24	Retained earnings				
25	Adjustments to shareholders' equity (attach statement)				
26	Less cost of treasury stock				
27	Total liabilities and shareholders' equity		78,549		83,826

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more - see instructions

1	Net income (loss) per books	-61,671	5	Income reported on books this year not included on Schedule K, lines 1 through 10 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):		a	Tax exempt interest \$	
3	Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14i (itemize):		b	Deductions included on Schedule K, lines 1 through 12 and 14i, not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Travel and entertainment \$		7	Add lines 5 and 6	
4	Add lines 1 through 3	-61,671	8	Income (loss) (Schedule K, line 16); Line 4 less line 7	-61,671

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1	Balance at beginning of tax year	-87,017	
2	Ordinary income from page 1, line 21		
3	Other additions		
4	Loss from page 1, line 21	61,671	
5	Other reductions		
6	Combine: lines 1 through 5	-148,688	
7	Distributions other than dividend distributions		
8	Balance at end of tax year (Subtract line 7 from line 6)	-148,688	

Final K 1 Amended K 1

Schedule K-1
(Form 1120S)
Department of the Treasury
Internal Revenue Service

2006

For calendar year 2006, or tax
year beginning _____
ending _____

**Shareholder's Share of Income, Deductions,
Credits, etc.** See back of form and separate instructions.

**Part III Shareholder's Share of Current Year Income,
Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	13	Credits
	-61,671		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)		
4	Interest income		
5a	Ordinary dividends		
5b	Qualified dividends	14	Foreign transactions
6	Royalties		
7	Net short-term capital gain (loss)		
8a	Net long-term capital gain (loss)		
8b	Collectibles (20%) gain (loss)		
8c	Unrecaptured section 1250 gain		
9	Net section 1231 gain (loss)		
10	Other income (loss)	16	Alternative minimum tax (AMT) items
12	Other deductions		
		17	Other information

Part I Information About the Corporation

A Corporation's employer identification number
54-1548013

B Corporation's name, address, city, state, and ZIP code
Little People Learning Center, Inc.
PO Box 645
Blue Ridge VA 24064

C IRS Center where corporation filed return
Cincinnati, OH 45999

D Tax shelter registration number, if any _____

E Check if Form 8271 is attached

Part II Information About the Shareholder

F Shareholder's identifying number
[REDACTED]

G Shareholder's name, address, city, state and ZIP code
LINDA G BRUMFIELD
259 STONE BRIDGE DRIVE
BLUE RIDGE VA 24064

H Shareholder's percentage of stock ownership for tax year
100.000000%



For IRS Use Only

* See attached statement for additional information.

54-1548013

Federal Statements

Statement 1 - Form 1120S, Page 1, Line 19 - Other Deductions

<u>Description</u>	<u>Amount</u>
OUTSIDE SERVICES	\$ 10,315
UTILITIES	46,489
BANK FEES	23,338
TELEPHONE	11,133
INSURANCE	62,543
VEHICLE EXPENSE	64,785
CELL PHONES	9,889
LEGAL & ACCOUNTING	21,000
Total	\$ <u>250,372</u>

Statement 2 - Form 1120S, Page 2, Schedule A, Line 5 - Other Costs

<u>Description</u>	<u>Amount</u>
FOOD	\$ 110,131
CLASSROOM SUPPLIES	115,431
Total	\$ <u>225,562</u>

Statement 3 - Form 1120S, Page 4, Schedule L, Line 18 - Other Current Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Other Current Liabilities	\$ 199,598	\$ 267,366
Total	\$ <u>199,598</u>	\$ <u>267,366</u>

United States Bankruptcy Court
Western District of Virginia

In re Little People Learning Center, Inc.

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>
ADT Security Services, Inc. P.O. Box 96175 Las Vegas, NV 89193	ADT Security Services, Inc. P.O. Box 96175 Las Vegas, NV 89193	Security System	Disputed	1,987.56
ADT Security Services, Inc. P.O. Box 96175 Las Vegas, NV 89193	ADT Security Services, Inc. P.O. Box 96175 Las Vegas, NV 89193	Security System	Disputed	1,972.76
American International Company c/o Receivable Management Services P.O. Box 280431 East Hartford, CT 06128	American International Company c/o Receivable Management Services P.O. Box 280431 East Hartford, CT 06128	Worker's Claim Audit	Disputed	2,381.00
BMW Land Company, LC P.O. Box 18124 Roanoke, VA 24014	BMW Land Company, LC P.O. Box 18124 Roanoke, VA 24014	Breach of Contract	Disputed	100,000.00
EZ To Use Big Book P.O. Box 1113 Altoona, PA 16603-1113	EZ To Use Big Book P.O. Box 1113 Altoona, PA 16603-1113	Advertising Services	Disputed	4,500.00
FWJSS Associates, LLC 5041 B. Benois Road, SW Roanoke, VA 24014	FWJSS Associates, LLC 5041 B. Benois Road, SW Roanoke, VA 24014	Breach of Contract	Disputed	197,956.36
Institutional Jobbers Co. Groc 4721 Singleton Station Road Louisville, TN 37777-4746	Institutional Jobbers Co. Groc 4721 Singleton Station Road Louisville, TN 37777-4746	Food Services	Disputed	5,382.00
Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	EMPLOYMENT TAXES	Disputed	60,756.86
Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	EMPLOYMENT TAXES	Disputed	57,155.86
Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	EMPLOYMENT TAXES	Disputed	54,258.33

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>
Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	EMPLOYMENT TAXES	Disputed	53,516.07
Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	Internal Revenue Service Insolvency Department P.O. Box 21125 Philadelphia, PA 19114	EMPLOYMENT TAXES	Disputed	43,125.54
Kelly Cantrell 4954 N. Spring Drive Roanoke, VA 24019	Kelly Cantrell 4954 N. Spring Drive Roanoke, VA 24019	Electrical Services	Disputed	4,200.00
Newcomb Electric Company 2708 Shenandoah Avenue P.O. BOX 11924 Roanoke, VA 24017	Newcomb Electric Company 2708 Shenandoah Avenue P.O. BOX 11924 Roanoke, VA 24017	Utility Services	Disputed	2,748.73
S.J. Conner & Sons, Inc. 1639 Seibel Drive N.E. Roanoke, VA 24012	S.J. Conner & Sons, Inc. 1639 Seibel Drive N.E. Roanoke, VA 24012	Utility Services	Disputed	2,564.00
Timothy M. Dooley T/A Dooley Machine Services 5524 Williamson Road Suite 3 Roanoke, VA 24012	Timothy M. Dooley T/A Dooley Machine Services 5524 Williamson Road Suite 3 Roanoke, VA 24012	Unpaid Invoices	Disputed	2,377.00
U. S. Department of Labor Wage and Hour Division 400 N. Eighth Street, Room 416 Richmond, VA 23240	U. S. Department of Labor Wage and Hour Division 400 N. Eighth Street, Room 416 Richmond, VA 23240	Civil Money Penalties for Back Wages	Disputed	29,031.70
U. S. Department of Labor Wage and Hour Division 400 N. Eighth Street, Room 416 Richmond, VA 23240	U. S. Department of Labor Wage and Hour Division 400 N. Eighth Street, Room 416 Richmond, VA 23240	Back Wages	Disputed	39,690.17
Virginia Department of Taxation Collections P.O. BOX 2156 Richmond, VA 23218	Virginia Department of Taxation Collections P.O. BOX 2156 Richmond, VA 23218	State Employment Taxes	Disputed	100,000.00
Virginia Employment Commission 5060 Valley View Blvd. Roanoke, VA 24022	Virginia Employment Commission 5060 Valley View Blvd. Roanoke, VA 24022	Employment Taxes	Disputed	42,017.15

In re Little People Learning Center, Inc.
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 9, 2008

Signature /s/ Linda Brumfield
Linda Brumfield
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Virginia**

In re Little People Learning Center, Inc.
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
Linda Brumfield 259 Stonebridge Drive Blue Ridge, VA 24064	N/A	1	Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 9, 2008

Signature /s/ Linda Brumfield
Linda Brumfield
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Virginia**

In re Little People Learning Center, Inc.

Debtor(s)

Case No. _____
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President 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: April 9, 2008

/s/ Linda Brumfield

Linda Brumfield/President
Signer/Title

Little People Learning Center, Inc. -

ADT SECURITY SERVICES, INC.
P.O. BOX 96175
LAS VEGAS, NV 89193

AMERICAN INTERNATIONAL COMPANY
C/O RECEIVABLE MANAGEMENT SERVICES
P.O. BOX 280431
EAST HARTFORD, CT 06128

BARRY SEROTA AND ASSOCIATES
P.O. BOX 1008
ARLINGTON HEIGHTS, IL 60006

BMW LAND COMPANY, LC
P.O. BOX 18124
ROANOKE, VA 24014

EZ TO USE BIG BOOK
P.O. BOX 1113
ALTOONA, PA 16603-1113

FWJSS ASSOCIATES, LLC
5041 B. BENOIS ROAD, SW
ROANOKE, VA 24014

GREGORY D. HABEEB
GENTRY LOCKE RAKES & MOORE
P.O. BOX 40013
ROANOKE, VA 24022

HIGH PEAK SPORTSWEAR, INC.
2323 MEMORIAL AVENUE
SUITE 17
LYNCHBURG, VA 24501

INSTITUTIONAL JOBBERS CO. GROCR
4721 SINGLETON STATION ROAD
LOUISVILLE, TN 37777-4746

INTERNAL REVENUE SERVICE
INSOLVENCY DEPARTMENT
P.O. BOX 21125
PHILADELPHIA, PA 19114

Little People Learning Center, Inc. -

JOE E. BRONGHMAN, JR.
1902 TEAGER AVENUE #5
ROANOKE, VA 24012

KELLY CANTRELL
4954 N. SPRING DRIVE
ROANOKE, VA 24019

MICHAEL S. WHITLOW, ESQ.
WHITLOW & YOEELL, PLC
P.O. BOX 779
ROANOKE, VA 24004

NEWCOMB ELECTRIC COMPANY
2708 SHENANDOAH AVENUE
P.O. BOX 11924
ROANOKE, VA 24017

ROD SHOP, INC.
1145 E. MAIN STREET
SALEM, VA 24153

ROPHO SALES
644 BROOME STREET
SALEM, VA 24153

S.J. CONNER & SONS, INC.
1639 SEIBEL DRIVE N.E.
ROANOKE, VA 24012

SHENANDOAH LEGAL GROUP, P.C.
310 JEFFERSON STREET
P.O. BOX 75
ROANOKE, VA 24002

STAND OUT SIGNS, INC.
P.O. BOX 1238
BEDFORD, VA 24523

STEVEN C. WANDREI
P.O. BOX 1008
BEDFORD, VA 24523

Little People Learning Center, Inc. -

TIMOTHY M. DOOLEY
T/A DOOLEY MACHINE SERVICES
5524 WILLIAMSON ROAD SUITE 3
ROANOKE, VA 24012

U. S. DEPARTMENT OF LABOR
WAGE AND HOUR DIVISION
400 N. EIGHTH STREET, ROOM 416
RICHMOND, VA 23240

VIRGINIA DEPARTMENT OF TAXATION
COLLECTIONS
P.O. BOX 2156
RICHMOND, VA 23218

VIRGINIA EMPLOYMENT COMMISSION
5060 VALLEY VIEW BLVD.
ROANOKE, VA 24022

**United States Bankruptcy Court
Western District of Virginia**

In re Little People Learning Center, Inc.
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 Little People Learning Center, Inc. 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*]

April 9, 2008

Date

/s/ MARK A. BLACK

MARK A. BLACK 20461

Signature of Attorney or Litigant
Counsel for Little People Learning Center, Inc.

BRUMBERG, MACKEY & WALL, P.L.C.

30 W. FRANKLIN ROAD, SUITE 800

P.O. BOX 2470

ROANOKE, VA 24010

540-343-2956 Fax:540-343-2987

mblack@bmwlaw.com