

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Pro D International, 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): dba ProDesign International; ProDesign; Grund	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): EIN: 77-0331295	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) 6050 King Dr, Ste D Ventura, CA	Street Address of Joint Debtor (No. and Street, City, and State)
ZIPCODE 93003	ZIPCODE
County of Residence or of the Principal Place of Business: Ventura	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above):	ZIPCODE
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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 Hair products <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)	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
		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 No. 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.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D) Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <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

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

Main Document

Page 2 of 67

Name of Debtor(s):
Pro D International, Inc.

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: N.A.

Case Number:

Date Filed:

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

Name of Debtor: NONE

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

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

☐ 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 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 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 non bankruptcy 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(1)).

B1 (Official Form 1) (4/10)

Main Document Page 3 of 67

Page 3

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

Name of Debtor(s):

Pro D International, 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 § 1515 of title 11 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/ Robert E. Hurlbett

Signature of Attorney for Debtor(s)

ROBERT E. HURLBETT 149519

Printed Name of Attorney for Debtor(s)

Hurlbett & Faucher

Firm Name

3324 State Street, Suite O

Address

Santa Barbara, CA 93105(805) 963-9111 bob@hf-bklaw.com

Telephone Number

e-mail

6/9/2010

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 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/ Lee Hunter

Signature of Authorized Individual

LEE HUNTER

Printed Name of Authorized Individual

President

Title of Authorized Individual

6/9/2010

Date

Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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.

☒ Attorney for Debtor

**UNITED STATES BANKRUPTCY COURT
 CENTRAL DISTRICT OF CALIFORNIA**

In re: PRO D INTERNATIONAL, INC.

Debtor(s).

CASE NO.:

CHAPTER: 11

ADV. NO.:


**ELECTRONIC FILING DECLARATION
 (CORPORATION/PARTNERSHIP)**

- ☒ Petition, statement of affairs, schedules or lists
☐ Amendments to the petition, statement of affairs, schedules or lists
☐ Other: _____

Date Filed: 6/10/10
 Date Filed: _____
 Date Filed: _____

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.


 Signature of Authorized Signatory of Filing Party

6/9/10
 Date

Lee Hunter

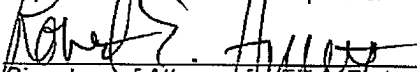
Printed Name of Authorized Signatory of Filing Party

President

Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.


 Signature of Attorney for Filing Party

6/9/10
 Date

Robert E. Hurlbett

Printed Name of Attorney for Filing Party

Exhibit "A"

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 16B]

Exhibit "A" to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is N/A.
2. The following financial data is the latest available information and refers to the debtor's condition on 3/31/2010.

a. Total assets	\$ <u>181,459</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>579,354</u>	

		Approximate Number of holders
c. Debt securities held by more than 500 holders.		
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
d. Number of shares of preferred stock	_____	_____
e. Number of shares common stock	<u>2,000,000</u>	<u>28</u>

Comments, if any:

3. Brief description of debtor's business:
Debtor manufactures and sells hair care products.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Lee Hunter (36% ownership), Wayne Grund (36% ownership-disputed)

CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS OF
PRO D INTERNATIONAL, INC.


I certify that the following resolution was unanimously adopted by the Board of Directors of Pro D International, Inc., a California Corporation, without a meeting pursuant to the California Corporations Code and the bylaws of the corporation:

RESOLVED that the corporation promptly file a voluntary petition pursuant to Chapter 11 of Title 11 (the Bankruptcy Code) in the Northern Division of the Central District of California; and

RESOLVED FURTHER that the corporation employ the law partnership of Hurlbett & Faucher to represent it in the contemplated bankruptcy proceedings; and

RESOLVED FURTHER that Lee Hunter, President, is hereby authorized to sign all documents of the corporation in connection with the contemplated bankruptcy proceedings.

DATED: June 9, 2010



Lee Hunter, President

Case 9:10-bk-12920-RR Doc 1 Filed 06/10/10 Entered 06/10/10 15:01:41 Desc Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number HURLETT & FAUCHER Robert E. Hurlbett, SBN 149519 3324 State Street, Suite O Santa Barbara, CA 93105 Ph (805) 963-9111, Fax (805) 963-2209 <input checked="" type="checkbox"/> Attorney for: Debtor		Main Document Page 7 of 87 FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA		
In re: PRO D INTERNATIONAL, INC. <div style="text-align: right;"> Debtor(s), Plaintiff(s), Defendant(s). </div>		CASE NO.: ADV. NO.: CHAPTER: 11

**Corporate Ownership Statement Pursuant to
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, Lee Hunter, the undersigned in the above-captioned case, hereby declare
 (Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:

- ☒ I am the president or other officer or an authorized agent of the debtor corporation
- ☐ I am a party to an adversary proceeding
- ☐ I am a party to a contested matter
- ☐ I am the attorney for the debtor corporation

2. a. ☐ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

[For additional names, attach an addendum to this form.]

b. ☒ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Lee Hunter
 Signature of Attorney or Declarant

6/9/10
 Date

Lee Hunter
 Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

UNITED STATES BANKRUPTCY COURT
Central District of California

In re Pro D International, Inc.,
 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 [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 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>
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Central Valley Supply 711 Mountain View Ave P.O. Box 7199 Oxnard, CA 93031	Mark Vajcovec P.O. Box 7199 Oxnard, CA 93031 805-483-3004	Trade Debt		6,067.00
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Premiere Staffing 500 Esplanade Drive #990 Oxnard, CA 93030	Jerry Underwood 500 Esplanade Drive #990 Oxnard, CA 93030 805-485-3006	Temporary Staff		6,675.00
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(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>
Ross Organic Specialty Sales, Inc. 44388 S. Grimmer Blvd. Fremont , CA 94538	Ross Organic Specialty Sales, Inc. 44388 S. Grimmer Blvd. Fremont , CA 94538 562-236-5700	Trade Debt		6,694.00
Croda P.O. Box 31445 Hartford, CT 06150-1445	Janet Lindsey P.O. Box 31445 Hartford, CT 06150-1445 732-692-1416	Trade debt		7,847.00
Incuvation Consulting, LLC 116 Apple Valley Rd Stanford, CT 06903	Alan Stockman 116 Apple Valley Rd Stanford, CT 06903 203-329-0784	Trade Debt		8,500.00
Goldenrod Printing Company, Inc 2801 Cornhusker Hwy Lincoln, NE 68504-1545	Karen 2801 Cornhusker Hwy Lincoln, NE 68504-1545 402-464-2128	Trade debt		9,000.00
Mary Martin 11575 Missouri Ave, Unit 10 Los Angeles, CA 90025	Mary Martin 11575 Missouri Ave, Unit 10 Los Angeles, CA 90025 310-880-9819	Marketing Services		10,140.00
American Express 777 American Expressway Ft Lauderdale, FL 33337-0001	American Express 777 American Expressway Ft Lauderdale, FL 33337-0001 877-258-3254	Credit card purchases		10,500.00

(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>
Catanese & Wells 31255 Cedar Valley Dr Ste 213 Westlake Village, CA 91362	Randy Cantanese 31255 Cedar Valley Dr Ste 213 Westlake Village, CA 91362 818-707-0407	Legal services		12,000.00
Municipal Packaging, Inc 9980 Glenoaks Blvd., Suite E Sun Valley, CA 91352	Gary Greene 9980 Glenoaks Blvd., Suite E Sun Valley, CA 91352 818-768-6515	Trade Debt		18,247.00
Cosmetic Technologies 2585 Azurite Circle Newbury Park, CA 91320	Ron Lewis 2585 Azurite Circle Newbury Park, CA 91320 805-376-9960	Trade Debt		18,737.00
Classic Distributing Company 11353 Bradley Avenue Pacoima, CA 91331	Classic Distributing Company 11353 Bradley Avenue Pacoima, CA 91331 818-367-4475	Trade Debt		18,990.00
Grund Development Corporation, Inc. 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada	Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516 310-575-0800	Trademark dispute	Unliquidated Disputed	20,000.00
Express Employment Professionals File 749073 Los Angeles, CA 90074-9073	Steven A Booska, Esq. 250 Montgomery St, Ste 720 San Francisco, CA 94104 415-397-4345	Temporary staff		20,961.00

(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>
Phoenix Chemical 60 Fourth Street Somerville, N.J. 08876	Phoenix Chemical 60 Fourth Street Somerville, N.J. 08876 908-707-0232	Trade Debt		23,104.00
Chicago Aerosol 1300 North Street Coal City, IL 60416	Matthew J. Mueller Cortina, Mueller & Frobish, P.C. 124 W. Washington Street Morris, IL 60450 815-942-0635	Trade Debt		25,742.00
Bria Research Labs, Inc. 1920 Industrial Dr Libertyville, IL 60048	Arun Nandagiri 1920 Industrial Dr Libertyville, IL 60048 866-343-2742	Trade debt		26,775.00
Cosmetic House International Corp 141 Bernoulli Circle Oxnard, CA 93030	Dwight 141 Bernoulli Circle Oxnard, CA 93030 805-278-2844	Trade Debt		34,125.00
Wayne Grund 2-501 Cartwright St Saskatoon, SK S7T1E1 Canada	Howard Gould, Esq. 1875 Century Park East, Ste 1500 Los Angeles, CA 90067-2516 310-575-0800	Use of Trademark		38,000.00
Compax PO Box 27287 Salt Lake City, UT 84127	Michael Midjeski PO Box 27287 Salt Lake City, UT 84127 801-983-2200	Trade debt		134,626.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 6/9/2010

Signature /s/ Lee Hunter
LEE HUNTER,
President

LIST OF EQUITY SECURITY HOLDERS

In re Pro D International, Inc.

Al Switzer
23 Belaire Ave
Langhorne, PA 19047

Shawn & Shelly Anstine
1698 Marigold
Redding, CA 96003

Jimmy Armstrong
Salon Avatar
3625 Kavanaugh
Little Rock, AR 72205

James Chan
9521 Cape Sable Ln
Las Vegas, NV 89117

Gayle Christofferson
44781 Baywood Dr
Mendocino, CA 95460

Michael Cole
1381 Summit Ave
St. Paul, MN 55105

John Fagone
22 Atlantic Ave
Marblehead, MA 01945

Paul and James Gretshel
Paul James Hair, Inc.
556-16 Route- 25 A
St. James, NY 11780

Lee Hagelshaw
177 Post St
San Francisco, CA 94108

J.D. Hunter, J. D.
8210 Holly Oak St
Citrus Heights, CA 95610

Lee Hunter
500 Rancho Vista Ln
Santa Paula, CA 93060

Kent Huntington
Huntington's Salon
South Cedar Mall
Owatonna, MN 55060

Mary Martin
11575 Missouri Ave
Los Angeles, CA 90025

John Nichols
1056 Denston Dr
Ambler, PA 19002

Janice Webb
J International
1701 E Gate Trail
Stone Mountain, GA 30087

Alberto Pantaleo
1775 Avenue Rd
Toronto, ON M5M3Y
Canada

Cindy Rabe
City Looks
18202 Minnetonka Blvd
Wayzata, MN 55391

Robert Reid
P O Box 170
Pinellas Park, FL 34664

Leighton Reid
P O Box 170
Pinellas Park, FL 34664

Jane Roman
2770 Lennox Rd
Atlanta, GA 30324

Richard Stewart
2996 Gradyville Rd
Broomall, PA 19008

Alice Theil
1009 West Chester Pike
West Chester, PA 19382

Christine Theil
1009 West Chester Pike
West Chester, PA 19382

Karin Theil
1009 West Chester Pike
West Chester, PA 19382

Michael Theil
1009 West Chester Pike
West Chester, PA 19382

Peter Theil
1009 West Chester Pike
West Chester, PA 19382

John Yokarinis
235 Roseland Crescent
Burlington, ON L7N1S4
Canada

Tom Zemlak
19 Deborah Crescent
Saskatoon, SK S7J2W9
Canada

VEN-C

In re	CHAPTER 11
Debtor.	CASE NUMBER

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

6050 KING DR STE #D
VENTURA, CA 93003

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

N/A

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):

Lee Hunter, President
500 RANCHO VISTA LN
SANTA PAULA, CA 93060-9768

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on the 9th day of June, 2010, at Santa Barbara, California.

Lee Hunter
Type Name of Officer

President
Position or Title of Officer


Signature of Declarant

VEN-C

**INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

N/A

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

N/A

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

N/A

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Santa Barbara, California.

Lee Hunter, President
Prod Int'l, Lee Hunter
Debtor

Dated 6/9/10

Joint Debtor

B203
12/94

United States Bankruptcy Court
Central District of California

In re Pro D International, Inc.

Case No. _____

Chapter 11

Debtor(s)

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 \$ 37,500.00

Prior to the filing of this statement I have received \$ 37,500.00

Balance Due \$ 0.00

2. The source of 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;
- d. [Other provisions as needed]

After payment of all prepetition services and expenses, the remaining amount retained by my firm for post-petition services is \$23,247.75

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 the bankruptcy proceeding.

6/9/2010

Date

/s/ Robert E. Hurlbett

Signature of Attorney

Hurlbett & Faucher

Name of law firm

**UNITED STATES BANKRUPTCY COURT
Central District of California**

In re Pro D International, Inc.,
Debtor

Case No. _____

Chapter 11

VERIFICATION OF CREDITOR MATRIX

I do hereby certify under penalty of perjury that the attached Master Mailing List of Creditors, consisting of 7 pages, is complete, correct and consistent with the debtor's schedules herewith, pursuant to Local Bankruptcy Rule 105(6). I assume all responsibility for errors and omissions.

Date 6/9/2010

Signature /s/ Lee Hunter
LEE HUNTER,
President

Pro D International, Inc.
6050 King Dr, Ste D
Ventura, CA 93003

Robert E. Hurlbett
Hurlbett & Faucher
3324 State Street, Suite O
Santa Barbara, CA 93105

United States Trustee
21051 Warner Center Lane, Suite 115
Woodland Hills, CA 91367

Advantage Personnel, Inc.
630 North Cotner Blvd #100
Lincoln, NE 68505

Agilex Flavors and Fragrances
1328 Paysphere Cir
Chicago, IL 60674

Alzo, Inc.
650 Jernee Mill Rd
Sayrevill, NJ 08872

American Express
777 American Expressway
Ft Lauderdale, FL 33337-0001

Art Glass
3111 Golf Course Dr
Ventura, CA 93003

Avalara
435 Erickson Ave NE
Bainbridge Island, WA 98110

Bell Flavors & Fragrances, Inc
9104 Payshere Circle
Chicago, IL 60674

Bria Research Labs, Inc.
1920 Industrial Dr
Libertyville, IL 60048

C2C Resources Collection
56 Perimeter Center East
Atlanta, GA 30346

Catanese & Wells
31255 Cedar Valley Dr Ste
213 Westlake Village, CA 91362

Central Valley Supply
711 Mountain View Ave
P.O. Box 7199
Oxnard, CA 93031

Chicago Aerosol
1300 North Street
Coal City, IL 60416

Classic Distributing Company
11353 Bradley Avenue
Pacoima, CA 91331

Compax
PO Box 27287
Salt Lake City, UT 84127

Cosmetic House International Corp
141 Bernoulli Circle
Oxnard, CA 93030

Cosmetic Technologies
2585 Azurite Circle
Newbury Park, CA 91320

Croda
P.O. Box 31445
Hartford, CT 06150-1445

Dell Business Credit
Payment Processing Center
PO Box 5275
Carol Stream, IL 60197-5275

Digital Dolphin Supplies
811 N. Catalina Avenue #1104
Redondo Beach, CA 90277

Drug Cosmetic Sales Corp.
1065 S.W. 15th Ave. Ste.#7
Delray Beach, FL 33444

DWA (Red Deer) Ltd.
7439 49th Avenue Crecent, Unit #5
Red Deer, Alberta, T4P1X6
Canada

Estes Express Freight
391 West Broad St
Richmond, VA 23230

Express Employment Professionals
File 749073
Los Angeles, CA 90074-9073

FTB
PO Box 2952
Sacramento, CA 95812

Gene Diamond
1415 Lawrence Drive
Newbury Park, CA 91320

Goldenrod Printing Company, Inc
2801 Cornhusker Hwy
Lincoln, NE 68504-1545

Grund Development Corp.
C/O Howard Gould, Esq.
1875 Century Park East, Ste 1500
Los Angeles, CA 90067-2516

Grund Development Corporation, Inc.
2-501 Cartwright St
Saskatoon, SK S7T1E1
Canada

Howard Gould, Esq.
1875 Century Park East, Ste 1500
Los Angeles, CA 90067-2516

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116 Apple Valley Rd
Stanford, CT 06903

IRS
Centralized Insolvency Ops
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Philadelphia, PA 19114-0326

Lee & Sharon Hunter
500 Rancho Vista Ln
Santa Paula, CA 93060

Lipo Chemicals, Inc.
PO Box 822048
Philadelphia, PA 19182-2048

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Los Angeles, CA 90067

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Cortina, Mueller & Frobish, P.C.
124 W. Washington Street
Morris, IL 60450

MBL Properties
Louis Wolff
2550 Overland Ave, Ste 200
Los Angeles, CA 90064-3346

Municipal Packaging, Inc
9980 Glenoaks Blvd., Suite E
Sun Valley, CA 91352

Phoenix Chemical
60 Fourth Street
Somerville, N.J. 08876

Premiere Staffing
500 Esplanade Drive #990
Oxnard, CA 93030

Reliant Computers
4311 Alcove Ave. #4
Studio City, CA 91604

Riff Color
15030 Ventura Blvd, #358
Sherman Oaks, CA 91403

Ross Organic Specialty Sales, Inc.
44388 S. Grimmer Blvd.
Fremont , CA 94538

Roth International Ventures, LLC
Flex Shear Systems 360
13406 Seymour Myers Blvd. #30
Covington, LA 70433

Santa Barbara Bank & Trust
Pacific Capital Bank, N.A.
PO Box 60839
Santa Barbara, CA 93160-0839

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250 Montgomery St, Ste 720
San Francisco, CA 94104

Vanguard Printing
220 Bernoulli Circle
Oxnard, CA 93030

Wayne Grund
2-501 Cartwright St
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Canada