

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Pleasant Care Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attachment	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./Complete EIN or other Tax ID No. (if more than one, state all): 95-4222919	Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2258 Foothill Blvd. La Canada, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 91011	ZIP Code
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

<p>Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p>Nature of Business (Check one box)</p> <input checked="" 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 type="checkbox"/> Other <hr/> <p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <p>Nature of Debts (Check one box)</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." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<p>Filing Fee (Check one box)</p> <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.	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2 million. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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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									
1-49	50-99	100-199	200-999	1000-5,000	5001-10,000	10,001-25,000	25,001-50,000	100,001-100,000	OVER 100,000
<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"/>

Estimated Assets				
<input type="checkbox"/> \$0 to \$10,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$100 million	<input type="checkbox"/> More than \$100 million

Estimated Liabilities				
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$100 million	<input type="checkbox"/> More than \$100 million

THIS SPACE IS FOR COURT USE ONLY

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

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<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.

Statement 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.

Voluntary Petition

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

Name of Debtor(s):
Pleasant Care Corporation

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of 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 19B 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 Attorney

X /s/ Ron Bender _____
Signature of Attorney for Debtor(s)

Ron Bender 143364 _____
Printed Name of Attorney for Debtor(s)

Levene, Neale, Bender, Rankin & Brill L.L.P. _____
Firm Name

10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067

Address

(310) 229-1234 Fax: (310) 229-1244 _____
Telephone Number

March 22, 2007 _____ **143364** _____
Date

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/ Emmanuel I. Bernabe _____
Signature of Authorized Individual

Emmanuel I. Bernabe _____
Printed Name of Authorized Individual

President _____
Title of Authorized Individual

March 22, 2007 _____
Date

In re Pleasant Care Corporation,
Debtor

Case No. _____

Form 1. Voluntary Petition
Other Names Attachment

All Other Names used by Debtor in the last 8 years:

- DBA Pleasant Care Convalescent - Novato
- DBA Arbor Convalescent Hospital
- DBA Arbor Place Residential Care
- DBA Pleasant Care Convalescent - Petaluma
- DBA Pleasant Care Convalescent - Napa
- DBA Pleasant Care Convalescent - Riverside
- DBA Emmanuel Convalescent Hospital of Millbrae
- DBA Emmanuel Residential of Millbrae
- DBA Pleasant Care Convalescent of Ukiah
- DBA Pleasant Care Convalescent of Bakersfield
- DBA Pleasant Care Convalescent - Corona
- DBA Pleasant Care Assisted Living of Corona
- DBA Pleasant Care Convalescent - Vista
- DBA Pleasant Care Rehab. and Nursing Center - Santa Cruz

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

In re **Pleasant Care Corporation**
Debtor(s)

Case No. _____
Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and 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>
NCS/NEIGHBORCARE/OMNICARE 100 East River Center Blvd Covington, KY 41011	NCS/NEIGHBORCARE/OMNICARE 100 East River Center Blvd Covington, KY 41011	Pharmacy		4,147,290.27
CA DEPARTMENT OF HEALTH SERVICES 1501 Capital Ave.Ste.71 Sacramento, CA 95899	CA DEPARTMENT OF HEALTH SERVICES 1501 Capital Ave.Ste.71 Sacramento, CA 95899	A.Q. Fee		3,037,897.36
TWIN MED 11333 Greenstone Avenue Santa Fe Springs, CA 90670	TWIN MED 11333 Greenstone Avenue Santa Fe Springs, CA 90670 323-582-9900	Nursing Suppliles		2,611,486.75
HEALTHCARE SERVICES GROUP 3220 Tillman Drive, Suite, 300 Bensalem, PA 19020	HEALTHCARE SERVICES GROUP 3220 Tillman Drive, Suite, 300 Bensalem, PA 19020	Housekeeping/Lau ndry Services		2,330,728.42
SOUTH PACIFIC REHAB 16260 Ventura Blvd, Ste 600 Encino, CA 91436	SOUTH PACIFIC REHAB 16260 Ventura Blvd, Ste 600 Encino, CA 91436	P.T./O.T./S.T.		1,896,244.36
COMPREHENSIVE THERAPY 1261 Oakhaven Lane, Arcadia, CA 91006	COMPREHENSIVE THERAPY 1261 Oakhaven Lane, Arcadia, CA 91006	P.T./O.T./S.T.		1,466,242.18
GORDON & REES,LLC 275 Battery St. 20th FL San Francisco, CA 94111	GORDON & REES,LLC 275 Battery St. 20th FL San Francisco, CA 94111	Legal Fees		1,288,302.62
DYNAMIC MED SYS INC. 2811 E. Ana St. Ranch Dominguez, CA 90221	DYNAMIC MED SYS INC. 2811 E. Ana St. Ranch Dominguez, CA 90221 800-225-9080	Supplies/Ancillary		828,357.54
DAIRY KING 815 Thompson Ave. Glendale, CA 91201	DAIRY KING 815 Thompson Ave. Glendale, CA 91201 818-720-5596	Food		366,794.62
BOTICA DEL SOL 2331 Cesar Chavez Ave. LA, CA 90033	BOTICA DEL SOL 2331 Cesar Chavez Ave. LA, CA 90033 323-262-0608	Pharmacy		339,025.89

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>
KINDRED PHARMACY SERVICES 88 East Broad St. Ste 900 Columbus, OH 43215	KINDRED PHARMACY SERVICES 88 East Broad St. Ste 900 Columbus, OH 43215	Pharmacy		312,851.23
AMERICAN INTERNATIONAL GR Box 35657-4 Metrotech Ctr 7/F Brooklyn, NY 11245	AMERICAN INTERNATIONAL GR Box 35657-4 Metrotech Ctr 7/F Brooklyn, NY 11245	Worker's Compensation		305,343.97
SYSCO 12180 Kirkham Road Poway, CA 92064	SYSCO 12180 Kirkham Road Poway, CA 92064	Food		262,428.04
LIPPA INSURANCE SERVICES 30100 Town Center, Suite 212 Laguna Beach, CA 92677	LIPPA INSURANCE SERVICES 30100 Town Center, Suite 212 Laguna Beach, CA 92677 949-376-4472	Insurance		258,438.23
DEPARTMENT OF HEALTH SERVICES P.O. Box 997413 Sacramento, CA 95899	DEPARTMENT OF HEALTH SERVICES P.O. Box 997413 Sacramento, CA 95899	Facility Licenses		241,516.58
SCHRADER'S MED. SUPP., INC. 2701 Kimball Avenue Pomona, CA 91767	SCHRADER'S MED. SUPP., INC. 2701 Kimball Avenue Pomona, CA 91767 909-447-7040	Medical Supplies		229,451.10
KAISER PERMANENTE P.O. Box 23219 San Diego, CA 92193	KAISER PERMANENTE P.O. Box 23219 San Diego, CA 92193 800-731-4661	Health Insurance		178,196.19
INDEPENDENT HEALTHCARE SERVICES 1280 Research Drive, Suite A Redlands, CA 92374	INDEPENDENT HEALTHCARE SERVICES 1280 Research Drive, Suite A Redlands, CA 92374 909-799-6444	Pharmacy		163,157.39
SEIU UNITED HEALTHCARE WORKERS-WEST P.O. Box 45218 San Francisco, CA 94145	SEIU UNITED HEALTHCARE WORKERS-WEST P.O. Box 45218 San Francisco, CA 94145 510-587-4545	Union Dues		156,021.66
ANCILLARY PROVIDER SERVICE 16666 E. Johnson Drive City of Industry, CA 91745	ANCILLARY PROVIDER SERVICE 16666 E. Johnson Drive City of Industry, CA 91745 323-707-5239	Patient Supplies/NGT		154,687.18

In re **Pleasant Care Corporation**

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 **March 22, 2007**

Signature **/s/ Emmanuel I. Bernabe**
Emmanuel I. Bernabe
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
Central District of California**

In re Pleasant Care Corporation
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Emmanuel I. Bernabe			100% Shareholder

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 March 22, 2007

Signature /s/ Emmanuel I. Bernabe
Emmanuel I. Bernabe
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.

STATEMENT OF RELATED CASES
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, 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).)

None

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).)

None

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).)

None

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

Executed at Los Angeles, California.

/s/ Emmanuel I. Bernabe

Dated March 22, 2007

Emmanuel I. Bernabe

Debtor

Joint Debtor

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re Pleasant Care Corporation Debtor.	Case No.: <div style="text-align: center;">DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</div>

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(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>20,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>20,000.00</u>
Balance Due.....	\$ <u>0.00*</u>

2. 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 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, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]: As set forth in retention agreement.

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

CERTIFICATION	
I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.	
<u>March 22, 2007</u> <i>Date</i>	<u>/s/ Ron Bender</u> Ron Bender 143364 <i>Signature of Attorney</i> <u>Levene, Neale, Bender, Rankin & Brill L.L.P.</u> <i>Name of Law Firm</i> 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 Fax: (310) 229-1244

*This sum is just the pre-bankruptcy retainer. The Debtor will be liable to Levene, Neale, Bender, Rankin & Brill L.L.P. ("LNBRB"), and LNBRB will seek to be paid from the estate, for all post-petition fees and expenses in excess of the retainer.

MASTER MAILING LIST

Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name Ron Bender 143364

Address 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067

Telephone (310) 229-1234 Fax: (310) 229-1244

- Attorney for Debtor(s)
- Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
List all names including trade names used by Debtor(s) within last 8 years: Pleasant Care Corporation DBA Pleasant Care Convalescent - Novato; DBA Arbor Convalescent Hospital; DBA Arbor Place Residential Care; DBA Pleasant Care Convalescent - Petaluma; DBA Pleasant Care Convalescent - Napa; DBA Pleasant Care Convalescent - Riverside; DBA Emmanuel Convalescent Hospital of Millbrae; DBA Emmanuel Residential of Millbrae; DBA Pleasant Care Convalescent of Ukiah; DBA Pleasant Care Convalescent of Bakersfield; DBA Pleasant Care Convalescent - Corona; DBA Pleasant Care Assisted Living of Corona; DBA Pleasant Care Convalescent - Vista; DBA Pleasant Care Rehab. and Nursing Center - Santa Cruz	Case No.: Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 3 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: March 22, 2007

/s/ Emmanuel I. Bernabe
Emmanuel I. Bernabe/President
 Signer/Title

Date: March 22, 2007

/s/ Ron Bender
 Signature of Attorney
Ron Bender 143364
Levene, Neale, Bender, Rankin & Brill L.L.P.
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067
(310) 229-1234 Fax: (310) 229-1244

Pleasant Care Corporation
2258 Foothill Blvd.
La Canada, CA 91011

Ron Bender
Levene, Neale, Bender, Rankin & Brill L.L.P.
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067

U.S. Trustee
Ernst & Young Plaza
725 S. Figueroa Street, 26th Floor
Los Angeles, CA 90017

AMERICAN INTERNATIONAL GR
Box 35657-4 Metrotech Ctr 7/F
Brooklyn, NY 11245

ANCILLARY PROVIDER SERVICE
16666 E. Johnson Drive
City of Industry, CA 91745

BOTICA DEL SOL
2331 Cesar Chavez Ave.
LA, CA 90033

Bridgeport Healthcare
c/o Michael Fletcher/Frandzel et al
6500 Wilshire Blvd., 17th Floor
Los Angeles, CA 90048

CA DEPARTMENT OF HEALTH SERVICES
1501 Capital Ave. Ste. 71
Sacramento, CA 95899

COMPREHENSIVE THERAPY
1261 Oakhaven Lane,
Arcadia, CA 91006

DAIRY KING
815 Thompson Ave.
Glendale, CA 91201

DEPARTMENT OF HEALTH SERVICES
P.O. Box 997413
Sacramento, CA 95899

DYNAMIC MED SYS INC.
2811 E. Ana St.
Ranch Dominguez, CA 90221

GORDON & REES, LLC
275 Battery St. 20th FL
San Francisco, CA 94111

HEALTHCARE SERVICES GROUP
3220 Tillman Drive, Suite, 300
Bensalem, PA 19020

INDEPENDENT HEALTHCARE SERVICES
1280 Research Drive, Suite A
Redlands, CA 92374

KAISER PERMANENTE
P.O. Box 23219
San Diego, CA 92193

KINDRED PHARMACY SERVICES
88 East Broad St. Ste 900
Columbus, OH 43215

LIPPA INSURANCE SERVICES
30100 Town Center, Suite 212
Laguna Beach, CA 92677

NCS/NEIGHBORCARE/OMNICARE
100 East River Center Blvd
Covington, KY 41011

SCHRADER'S MED. SUPP., INC.
2701 Kimball Avenue
Pomona, CA 91767

SEIU UNITED HEALTHCARE WORKERS-WEST
P.O. Box 45218
San Francisco, CA 94145

SOUTH PACIFIC REHAB
16260 Ventura Blvd, Ste 600
Encino, CA 91436

SYSCO
12180 Kirkham Road
Poway, CA 92064

TWIN MED
11333 Greenstone Avenue
Santa Fe Springs, CA 90670

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

In re Pleasant Care Corporation

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

Emmanuel I. Bernabe owns 100% of stock.

None [*Check if applicable*]

March 22, 2007

Date

/s/ Ron Bender

Ron Bender 143364

Signature of Attorney or Litigant

Counsel for **Pleasant Care Corporation**

Levene, Neale, Bender, Rankin & Brill L.L.P.

10250 Constellation Blvd.

Suite 1700

Los Angeles, CA 90067

(310) 229-1234 Fax:(310) 229-1244

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Ron Bender Levene, Neale, Bender, Rankin & Brill L.L.P. 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 Fax: (310) 229-1244 143364 <input checked="" type="checkbox"/> Attorney for: Pleasant Care Corporation	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Pleasant Care Corporation Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

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

<input checked="" type="checkbox"/>	Petition, statement of affairs, schedules or lists	Date Filed: <u>March 22, 2007</u>
<input type="checkbox"/>	Amendments to the petition, statement of affairs, schedules or lists	Date Filed: _____
<input type="checkbox"/>	Other: _____	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.

<u>/s/ Emmanuel I. Bernabe</u>	<u>March 22, 2007</u>
<i>Signature of Authorized Signatory of Filing Party</i>	Date
<u>Emmanuel I. Bernabe</u>	
<i>Printed Name of Authorized Signatory of Filing Party</i>	
<u>President</u>	
<i>Title of Authorized Signatory of Filing Party</i>	

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.

<u>/s/ Ron Bender</u>	<u>March 22, 2007</u>
<i>Signature of Attorney for Filing Party</i>	Date
<u>Ron Bender 143364</u>	
<i>Printed Name of Attorney for Filing Party</i>	

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

Party Name, Address and Telephone Number <i>(CA State Bar No. If Applicable)</i> Ron Bender 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 Fax:(310) 229-1244 CA State Bar Number: 143364	FOR COURT USE ONLY
<p style="text-align: center;">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</p>	
In re: <p style="text-align: center;">Pleasant Care Corporation</p> <p style="text-align: right;">Debtor.</p>	CHAPTER 11 CASE NUMBER <p style="text-align: center;">(No Hearing Required)</p>

**VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-02)**

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (*from Form S0100, S0200, or S0300*):
2258 Foothill Boulevard, La Canada, CA 91011
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
2258 Foothill Boulevard, La Canada, CA 91011
3. Disclose the current business address(es) for all corporate officers:
2258 Foothill Boulevard, La Canada, CA 91011
4. Disclose the current business address(es) where the Debtor's books and records are located:
2258 Foothill Boulevard, La Canada, CA 91011
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:
All over California
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*): Emmanuel I. Bernabe, President, 2258 Foothill Boulevard, La Canada, CA 91011
8. Total number of attached pages of supporting documentation: 2

In re Pleasant Care Corporation Debtor.	CHAPTER 11 CASE NUMBER
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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 March 22, 2007, at Los Angeles, California.

Emmanuel I. Bernabe

Type Name of Officer

/s/ Emmanuel I. Bernabe

Signature of Declarant

President

Position or Title of Officer