

**United States Bankruptcy Court
District of Delaware**

In re **Pumpkin Patch LLC**

Debtor(s)

Case No. **09-12200 (BLS)**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

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

AMOUNT	SOURCE
\$19,641,760	Sales 08/01/2008 - 05/31/2009
\$20,898,095	Sales 08/01/2007 - 07/31/2008
\$12,804,531	Sales 08/01/2006 - 07/31/2007

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$613,885	Other Income 08/01/2008 - 05/31/2009
\$11,233,082	Other Income 08/01/2007 - 07/31/2008
\$4,078,452	Other Income 08/01/2006 - 07/31/2007

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See Attachment 3b

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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See Attachment 3c

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

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Anthony E. Held, Ph.D. P.E. v. Pumpkin Patch LLC	Notice of Claim re Product	N/A	Settlement Pending

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Mended Little Hearts 7272 Greenville Avenue Dallas, TX 75231-4596	None	10/26/2008	Donation of clothing \$446.18

NAME AND ADDRESS OF PERSON OR ORGANIZATION Mended Little Hearts 7272 Greenville Avenue Dallas, TX 75231-4596	RELATIONSHIP TO DEBTOR, IF ANY None	DATE OF GIFT 11/30/2008	DESCRIPTION AND VALUE OF GIFT Donation of clothing \$ 25.31
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8. LossesNone

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcyNone

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE Nixon Peabody LLP 437 Madison Avenue New York, NY 10022	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR On or about 06/01/2009	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$75,000.00
The Garden City Group, Inc. 105 Maxess Road Melville, NY 11747	06/29/2009	\$15,000.00
Womble Carlyle Sandridge & Rice, PLLC 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801	06/22/2009	\$20,000.00

10. Other transfersNone

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accountsNone

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxesNone

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another personNone

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtorNone

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
950 Tower Lane, Suite 860 Foster City, CA 94404	Pumpkin Patch LLC	Through October 2008

16. Spouses and Former SpousesNone

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or

owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

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

19. Books, records and financial statements

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

NAME AND ADDRESS
Pumpkin Patch Limited
Private Bag 94-310
Pakuranga, Auckland
New Zealand

DATES SERVICES RENDERED
6/30/2007 - 6/29/2009

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

NAME
PriceWaterhouseCoopers

ADDRESS
New Zealand

DATES SERVICES RENDERED
2007 - 2009

Note: The Debtor is part of a consolidated group and as such is included in the audit of the consolidated financial statements of its ultimate parent.

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

NAME
Pumpkin Patch Limited

ADDRESS
Private Bag 94-310
Pakuranga, Auckland
New Zealand

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

NAME AND ADDRESS

DATE ISSUED

20. Inventories

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

DATE OF INVENTORY
05/31/2009

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)
\$5,424,832 Cost Basis

Note: Inventories are taken at the Debtor's multiple locations on a rolling basis, each supervised by the respective store manager. The last month end perpetual inventory value on a cost basis is stated above.

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

DATE OF INVENTORY
05/31/2009

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
Pumpkin Patch Limited
Private Bag 94-310
Pakuranga, Auckland
New Zealand

21 . Current Partners, Officers, Directors and ShareholdersNone

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Maurice Prendergast Pumpkin Patch LLC 951 Mariners Island Blvd, Suite 650 San Mateo, CA 94404	President, Chief Executive Officer and Director	None
Matthew Washington Pumpkin Patch LLC 951 Mariners Island Blvd, Suite 650	Chief Financial Officer and Director	None
Christine Conyngham Pumpkin Patch LLC 951 Mariners Island Blvd, Suite 650 San Mateo, CA 94404	Director	None
Neil Cowie Pumpkin Patch LLC 951 Mariners Island Blvd, Suite 650 San Mateo, CA 94404	Director	None
Greg Muir Pumpkin Patch LLC 951 Mariners Island Blvd, Suite 650 San Mateo, CA 94404	Director	None
Patch Kids Limited New Zealand	Member	100% Ownership

22 . Former partners, officers, directors and shareholdersNone
a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporationNone
If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.None

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION
Patch Kids Limited

TAXPAYER IDENTIFICATION NUMBER (EIN)
98-0454006

25. Pension Funds.None

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND
Pumpkin Patch LLC 401k Plan

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date **July 30, 2009**

Signature **/s/ Matthew Washington**
Matthew Washington
Chief Financial Officer

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

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

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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ADP - PAYROLL TAX			
	03/30/2009	\$1,644.83	
	03/30/2009	\$1,344.90	
	04/09/2009	\$10,484.28	
	04/09/2009	\$43,461.61	
	04/14/2009	\$1,419.16	
	04/14/2009	\$1,726.59	
	04/23/2009	\$40,916.99	
	04/23/2009	\$10,492.96	
	04/27/2009	\$1,726.59	
	04/27/2009	\$1,414.08	
	05/01/2009	\$25.27	
	05/07/2009	\$42,630.87	
	05/07/2009	\$11,108.07	
	05/11/2009	\$1,415.75	
	05/11/2009	\$1,746.59	
	05/21/2009	\$11,108.06	
	05/21/2009	\$44,906.69	
	05/26/2009	\$1,421.11	
	05/26/2009	\$1,746.59	
	06/04/2009	\$43,744.59	
	06/04/2009	\$11,108.07	
	06/08/2009	\$1,746.59	
	06/08/2009	\$1,428.80	
	06/18/2009	\$10,503.60	
	06/18/2009	\$41,464.60	
	06/22/2009	\$1,757.69	
	06/22/2009	\$1,419.51	
		<hr/>	
		\$343,914.44	
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ALDERWOOD MALL LLC 3144 PAYSHERE CIRCLE CHICAGO IL 60674			
	04/27/2009	\$19,839.82	
	06/01/2009	\$19,839.82	
		<hr/>	
		\$39,679.64	
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AMERICAN EXPRESS BOX 0003 LOS ANGELES CA 90096-0003			
	04/07/2009	\$20,907.21	
	05/21/2009	\$14,169.08	
	06/08/2009	\$11,548.15	
	06/22/2009	\$50,000.00	
		<hr/>	
		\$96,624.44	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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AMERICAN LIST COUNCIL, INC. 770 TAMALPAIS DRIVE SUITE 300 CORTE MADERA CA 94925	06/05/2009	\$8,908.00	
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ANNAPOLIS MALL LIMITED PARTNERSHIP 11601 WILSHIRE BOULEVARD 11TH FLOOR LOS ANGELES CA 90025	04/27/2009	\$23,364.96	
	06/01/2009	\$23,364.96	
		<hr/>	
		\$46,729.92	
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ARIZONA SALES TAX	04/20/2009	\$6,979.96	
	04/20/2009	\$4,878.85	
	05/20/2009	\$4,953.94	
	05/20/2009	\$6,761.04	
	06/17/2009	\$4,514.33	
	06/17/2009	\$5,924.01	
		<hr/>	
	\$34,012.13		
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AT&T - UNIVERSAL BILLER PO BOX 79112 PHOENIX AZ 85062-9112	03/31/2009	\$570.86	
	04/17/2009	\$604.59	
	05/07/2009	\$602.05	
	05/22/2009	\$149.90	
	05/22/2009	\$570.86	
	05/26/2009	\$221.11	
	05/26/2009	\$158.06	
	05/27/2009	\$356.65	
	05/28/2009	\$336.49	
	06/02/2009	\$36.42	
	06/02/2009	\$34.67	
	06/02/2009	\$29.36	
	06/04/2009	\$191.53	
	06/04/2009	\$130.26	
	06/04/2009	\$372.42	
	06/04/2009	\$165.15	
06/04/2009	\$295.68		
06/08/2009	\$162.29		
06/08/2009	\$1,252.44		
06/08/2009	\$298.86		
06/08/2009	\$161.49		

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
AT&T - UNIVERSAL BILLER PO BOX 79112 PHOENIX AZ 85062-9112	06/08/2009	\$599.80	
	06/10/2009	\$153.57	
	06/10/2009	\$157.85	
	06/10/2009	\$236.50	
	06/10/2009	\$564.25	
	06/11/2009	\$148.81	
	06/11/2009	\$390.87	
	06/17/2009	\$138.15	
	06/17/2009	\$352.53	
	06/22/2009	\$117.09	
	06/23/2009	\$176.06	
	06/23/2009	\$307.65	
	06/23/2009	\$297.34	
	06/23/2009	\$281.38	
	06/23/2009	\$159.78	
	06/23/2009	\$159.62	
	06/23/2009	\$191.53	
	06/23/2009	\$356.63	
	06/23/2009	\$132.82	
	06/23/2009	\$379.86	
	06/23/2009	\$234.79	
	06/23/2009	\$157.96	
	06/24/2009	\$66.01	
	06/24/2009	\$260.03	
	06/24/2009	\$149.90	
	06/24/2009	\$48.62	
06/26/2009	\$270.22		
		\$13,190.76	
BLUE SHIELD OF CALIFORNIA CASH RECEIVING FILE 55331 LOS ANGELES CA 90074-5331	03/30/2009	\$57,536.16	
	04/24/2009	\$57,666.37	
	05/26/2009	\$58,458.27	
	06/25/2009	\$55,224.10	
			\$228,884.90
CITY AND COUNTY OF DENVER DEPT OF FINANCE TREASURY DIV PO BOX 17440 DENVER CO 80217-0440	04/16/2009	\$117.00	
	04/20/2009	\$1,635.34	
	04/20/2009	\$6,373.10	
	05/20/2009	\$1,799.07	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
CITY AND COUNTY OF DENVER DEPT OF FINANCE TREASURY DIV PO BOX 17440 DENVER CO 80217-0440	05/21/2009	\$117.00	
	06/10/2009	\$1,665.16	
	06/26/2009	\$117.00	
		<u>\$11,823.67</u>	
CITY OF BROOMFIELD ONE DESCOMBES DRIVE BROOMFIELD CO 80020	04/20/2009	\$1,971.42	
	05/20/2009	\$1,836.44	
	06/10/2009	\$1,722.95	
		<u>\$5,530.81</u>	
CLACKAMAS MALL LLC 2185 PAYSHPERE CIRCLE CHICAGO IL 60674	04/27/2009	\$19,292.33	
	06/01/2009	\$19,292.33	
		<u>\$38,584.66</u>	
COLORADO DEPT. OF REVENUE ATTN: LEGAL DEPT. DIVISION OF TAXATION 1375 SHERMAN ST. DENVER CO 80261	04/20/2009	\$3,710.30	
	05/20/2009	\$3,768.52	
	06/10/2009	\$3,509.89	
		<u>\$10,988.71</u>	
COMYNS, SMITH, MCCLEARY & DEEVER, LLP 3470 MT. DIABLO BOULEVARD SUITE A110 LAFAYETTE CA 94549	03/31/2009	\$3,645.00	
	04/17/2009	\$7,170.00	
	06/10/2009	\$16,036.00	
	06/24/2009	\$450.00	
		<u>\$27,301.00</u>	
DISTRIBUTION RESOURCES, INC. 23001 54TH AVE. S. KENT WA 98032	04/17/2009	\$41,971.29	
	05/22/2009	\$44,541.79	
	06/19/2009	\$64,040.23	
		<u>\$150,553.31</u>	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
DLA PIPER RANDWICK GRAY CARY 333 MARKET STREET SUITE 3200 SAN FRANCISCO CA 94105-2150	04/17/2009	\$963.50	
	06/25/2009	\$8,200.10	
		<u>\$9,163.60</u>	
		\$9,163.60	
DULLES TOWN CENTER MALL LLC 11501 HUFF COURT NORTH BETHESDA MD 20895	04/27/2009	\$26,393.88	
	06/01/2009	\$23,809.67	
		<u>\$50,203.55</u>	
		\$50,203.55	
EQUITY OFFICE (NEW)) DEPARTMENT 15391 PO BOX 601051 LOS ANGELES CA 900060-1051	04/27/2009	\$13,872.32	
	06/01/2009	\$11,542.58	
		<u>\$25,414.90</u>	
		\$25,414.90	
EWH ESCONDIDO ASSOCIATES, L.P. C/O BANK OF AMERICA FILE #55697 LOS ANGELES CA 90074-5697	04/01/2009	\$11,594.10	
	05/01/2009	\$11,594.10	
	06/01/2009	\$16,594.10	
		<u>\$39,782.30</u>	
EXPEDITORS INT'L/SEA P O BOX 1127 KENT WA 98035-1127	04/17/2009	\$9,170.15	
	05/07/2009	\$1,179.05	
	05/22/2009	\$1,175.70	
	06/04/2009	\$1,922.40	
	06/12/2009	\$932.25	
	06/19/2009	\$2,092.75	
		<u>\$16,472.30</u>	
		\$16,472.30	
EXPRESS LOGISTICS GROUP, INC 14439 SOUTH AVALON BLVD GARDENA CA 90248	04/21/2009	\$17,802.55	
	05/19/2009	\$6,021.65	
	05/28/2009	\$11,664.00	
	06/18/2009	\$21,215.72	
		<u>\$56,703.92</u>	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
FASHION SQUARE BANK OF AMERICA FILE# 56991 LOS ANGELES CA 90074-6991	04/27/2009	\$22,173.15	
	06/01/2009	\$22,173.15	
		<u>\$44,346.30</u>	
FEDEX P O BOX 7221 PASADENA CA 91109-7321	04/06/2009	\$6,164.09	
	04/17/2009	\$248.19	
	04/28/2009	\$28,755.78	
	05/01/2009	\$4,996.21	
	05/18/2009	\$181.66	
	05/18/2009	\$4,598.98	
	05/19/2009	\$6,425.73	
	05/22/2009	\$11,051.50	
	06/05/2009	\$7,871.90	
	06/12/2009	\$6,770.01	
	06/24/2009	\$5,336.73	
	06/26/2009	\$272.01	
		<u>\$82,672.79</u>	
FLATIRON PROPERTY HOLDING, LLC POST OFFICE BOX 29392 PHOENIX AZ 85038-9392	04/27/2009	\$25,243.54	
	06/01/2009	\$23,512.25	
		<u>\$48,755.79</u>	
FOREST CITY COMMERCIAL MANAGMENT COMMERCIAL DIVISION P O BOX 72069 CLEVELAND OH 44192-0069	04/01/2009	\$19,592.63	
	05/01/2009	\$19,592.63	
	06/01/2009	\$20,266.11	
		<u>\$59,451.37</u>	
GALLERIA DALLAS P O BOX 849111 DALLAS TX 75284-9111	04/27/2009	\$25,127.09	
	06/01/2009	\$24,285.06	
		<u>\$49,412.15</u>	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
GGP WILLOWBROOK LP 2077 PAYSHERE CIRCLE CHICAGO IL 60674-0020	04/17/2009	\$248.31	
	04/27/2009	\$16,657.00	
	06/01/2009	\$21,878.92	
		<u>\$38,784.23</u>	
GLENDALE I MALL ASSOCIATES, LLC GLENDALE GALLERIA 2828 PAYSHERE CIRCLE CHICAGO IL 60674	04/27/2009	\$30,519.73	
	06/01/2009	\$30,519.73	
		<u>\$61,039.46</u>	
J.THAYER COMPANY 15802 SW UPPER BOONES FY LAKE OSWEGO OR 97035	04/17/2009	\$11,608.19	
	05/22/2009	\$5,373.52	
	06/19/2009	\$3,977.17	
		<u>\$20,958.88</u>	
LA DEPARTMENT OF WATER AND POWER P O BOX 30808 LOS ANGELES CA 90030-0808	04/17/2009	\$1,054.00	
	05/01/2009	\$768.23	
	05/22/2009	\$1,814.37	
	06/05/2009	\$983.21	
	06/24/2009	\$818.06	
	06/24/2009	\$1,139.64	
	<u>\$6,577.51</u>		
LOOMIS, FARGO & CO. 2500 CITYWEST BLVD SUITE 900 HOUSTON TX 77042	04/17/2009	\$8,048.57	
	06/04/2009	\$7,495.68	
	06/12/2009	\$8,386.64	
	<u>\$23,930.89</u>		
MACERICH CERRITOS, LLC DEPT 2596-5645 LOS ANGELES CA 91110-0773	04/27/2009	\$31,930.24	
	06/01/2009	\$22,057.59	
		<u>\$53,987.83</u>	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
<hr/>			
MACERICH WESTSIDE LIMITED PARTNERSHIP WESTSIDE PAVILION MACERICH WESTSIDE LP LOS ANGELES CA 90084-2596	04/27/2009	\$34,351.47	
	06/01/2009	\$22,925.20	
		<hr/>	\$57,276.67
	<hr/>		
MAINPLACE SHOPPINGTOWN LLC C/O PNC FILE #9710773 P O BOX 31001-0773 PASADENA CA 91110-0773	04/27/2009	\$16,738.10	
	06/01/2009	\$16,736.24	
		<hr/>	\$33,474.34
	<hr/>		
MARCIE DESIGNS INC. 40 WEST 37TH STREET NEW YORK NY 10018	06/24/2009	\$24,275.00	
	<hr/>		
MARYLAND STATE SALES TAX REVENUE ADMINISTRATION DIVISION TAYPAYER SERVICE SECTION 301 WEST PRESTON STREET ROOM 206 BALTIMORE MD 21201-2383	04/20/2009	\$6,230.65	
	04/20/2009	\$7,122.79	
		<hr/>	\$13,353.44
	<hr/>		
MERCHANTS AUTOMOTIVE GROUP P O BOX 414438 BOSTON MA 02241-4438	05/01/2009	\$2,800.65	
	05/22/2009	\$3,009.65	
	06/12/2009	\$2,800.65	
		<hr/>	\$8,610.95
	<hr/>		
METLIFE SBC P O BOX 804466 KANSAS CITY MO 64180-4466	04/24/2009	\$8,805.40	
	05/26/2009	\$8,013.19	
	06/15/2009	\$8,013.19	
	06/25/2009	\$7,680.28	
		<hr/>	\$32,512.06
<hr/>			
METROPOLIS RETAIL, INC. 2071 MOUNTAIN BLVD SUITE 1 OAKLAND CA 94611	03/31/2009	\$11,919.14	
	<hr/>		

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
METROPOLIS RETAIL, INC. 2071 MOUNTAIN BLVD SUITE 1 OAKLAND CA 94611	04/17/2009	\$503.72	
	05/01/2009	\$5,161.96	
	06/04/2009	\$5,426.76	
		<u>\$23,011.58</u>	
NEW RIVER ASSOCIATES P O BOX 52638 PHOENIX AZ 85072-2638	04/27/2009	\$18,669.89	
	06/01/2009	\$20,699.19	
		<u>\$39,369.08</u>	
PACIFIC GAS & ELECTRIC COMPANY P O BOX 997300 SACRAMENTO CA 95899-7300	04/16/2009	\$1,043.75	
	04/20/2009	\$994.60	
	04/20/2009	\$962.06	
	05/14/2009	\$1,172.48	
	05/18/2009	\$1,129.94	
	05/22/2009	\$1,075.49	
	06/15/2009	\$1,444.59	
	06/17/2009	\$1,922.21	
	06/22/2009	\$1,328.99	
	<u>\$11,074.11</u>		
PARADISE VALLEY MALL POST OFFICE BOX 52612 PHOENIX AZ 85072-2612	04/27/2009	\$20,863.29	
	06/01/2009	\$19,634.74	
		<u>\$40,498.03</u>	
PIERCE COUNTY 2401 STH 35TH STREET TACOMA WA 98409-7498	04/27/2009	\$10,676.89	
PLAZA BONITA LP C/O BANK OF AMERICA FILE #55879 LOS ANGELES CA 90074-5879	04/27/2009	\$19,362.25	
	06/01/2009	\$19,361.56	
		<u>\$38,723.81</u>	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
PRUDENTIAL GROUP INSURANCE P O BOX 101241 ATLANTA GA 30392-1241	04/17/2009	\$1,974.43	
	05/22/2009	\$1,857.82	
	06/12/2009	\$1,897.72	
		<u>\$5,729.97</u>	
QWEST BUSINESS SERVICES P O BOX 856169 LOUISVILLE KY 40285-6169	04/03/2009	\$340.43	
	04/03/2009	\$379.50	
	04/09/2009	\$342.79	
	04/09/2009	\$277.72	
	04/17/2009	\$452.57	
	04/17/2009	\$32.69	
	04/17/2009	\$5.18	
	04/17/2009	\$18.41	
	04/23/2009	\$381.88	
	04/23/2009	\$245.22	
	04/23/2009	\$272.99	
	04/24/2009	\$292.52	
	04/24/2009	\$198.29	
	04/24/2009	\$104.44	
	05/01/2009	\$343.71	
	05/01/2009	\$380.08	
	05/07/2009	\$255.83	
	05/08/2009	\$288.00	
	05/08/2009	\$351.03	
	05/15/2009	\$273.59	
	05/19/2009	\$368.55	
	05/19/2009	\$23.27	
	05/21/2009	\$380.52	
	05/22/2009	\$286.94	
	05/22/2009	\$5.41	
	05/22/2009	\$20.10	
	05/27/2009	\$104.30	
	05/27/2009	\$197.47	
	05/28/2009	\$341.95	
	05/28/2009	\$393.26	
06/10/2009	\$17.17		
06/11/2009	\$533.20		
06/12/2009	\$286.68		
06/15/2009	\$251.19		
06/17/2009	\$352.31		
06/17/2009	\$273.40		
06/23/2009	\$284.48		

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
QWEST BUSINESS SERVICES P O BOX 856169 LOUISVILLE KY 40285-6169	06/23/2009	\$374.82	
	06/25/2009	\$104.44	
	06/25/2009	\$197.47	
		<u>\$10,033.80</u>	
RELIANT ENERGY P O BOX 650475 DALLAS TX 75264-0475	04/17/2009	\$1,425.55	
	04/24/2009	\$833.02	
	05/18/2009	\$1,335.84	
	05/26/2009	\$793.02	
	06/17/2009	\$1,674.82	
	06/23/2009	\$906.17	
	<u>\$6,968.42</u>		
ROSEVILLE SHOPPINGTOWN LLC C/O PNC FILE # 910782 P O BOX 31001-0782 PASADENA CA 91110-0782	04/27/2009	\$17,634.90	
	06/01/2009	\$17,634.90	
		<u>\$35,269.80</u>	
SA GALLERIA IV, LP 1481 PAYSHERE CIRCLE CHICAGO IL 60674	04/27/2009	\$32,445.99	
	06/01/2009	\$32,445.99	
		<u>\$64,891.98</u>	
SAN DIEGO COUNTY TREASURER 9225 CLAIREMONT MESA BLVD SAN DIEGO CA 92123-1211	06/03/2009	\$2,856.46	
	06/03/2009	\$2,713.43	
		<u>\$5,569.89</u>	
SAN DIEGO GAS & ELECTRIC SDG&E P.O. BOX 129831 SAN DIEGO CA 92112-9831	04/17/2009	\$1,162.49	
	04/24/2009	\$755.21	
	05/20/2009	\$1,130.68	
	05/26/2009	\$781.88	
	06/17/2009	\$1,881.51	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
SAN DIEGO GAS & ELECTRIC SDG&E P.O. BOX 129831 SAN DIEGO CA 92112-9831	06/23/2009	\$892.09	
		<u>\$6,603.86</u>	
SANTA ANITA SHOPPINGTOWN LP C/O BANK OF AMERICA FILE #55700 LOS ANGELES CA 90074-5700	04/01/2009	\$21,144.38	
	05/01/2009	\$25,347.34	
	06/01/2009	\$21,985.12	
		<u>\$68,476.84</u>	
SBC CALIFORNIA SBC PAYMENT CENTER SACRAMENTO CA 95887-0001	04/01/2009	\$35.84	
	04/01/2009	\$64.94	
	04/06/2009	\$236.29	
	04/06/2009	\$296.87	
	04/06/2009	\$191.11	
	04/06/2009	\$131.01	
	04/06/2009	\$329.11	
	04/06/2009	\$165.84	
	04/08/2009	\$28.89	
	04/08/2009	\$157.88	
	04/08/2009	\$162.69	
	04/08/2009	\$277.89	
	04/09/2009	\$148.72	
	04/09/2009	\$296.05	
	04/09/2009	\$158.52	
	04/09/2009	\$143.27	
	04/16/2009	\$132.17	
	04/17/2009	\$341.27	
	04/22/2009	\$116.97	
	04/23/2009	\$157.85	
	04/24/2009	\$228.40	
	04/28/2009	\$358.39	
	05/01/2009	\$307.85	
05/01/2009	\$116.54		
05/01/2009	\$64.28		
05/01/2009	\$29.36		
05/05/2009	\$237.03		
05/06/2009	\$164.10		
05/06/2009	\$363.38		
05/06/2009	\$137.85		
05/06/2009	\$191.67		

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
<hr/>			
SBC CALIFORNIA SBC PAYMENT CENTER SACRAMENTO CA 95887-0001	05/07/2009	\$311.84	
	05/08/2009	\$181.86	
	05/08/2009	\$289.14	
	05/08/2009	\$158.23	
	05/11/2009	\$157.50	
	05/11/2009	\$148.32	
	05/11/2009	\$218.34	
	05/12/2009	\$148.08	
	05/18/2009	\$134.39	
	05/19/2009	\$425.86	
	05/22/2009	\$117.20	
			<hr/>
<hr/>			
STATE BOARD OF EQUALISATION	04/28/2009	\$59,854.59	
	05/22/2009	\$75,068.42	
	06/22/2009	\$99,449.42	
	06/25/2009	\$932.00	
			<hr/>
<hr/>			
STONERIDGE PROPERTIES LLC P O BOX 404559 ATLANTA GA 30384-4559	04/27/2009	\$24,437.73	
	06/01/2009	\$24,437.13	
			<hr/>
<hr/>			
STONESTOWN SHOPPING CENTER, L.P. SDS-12-2465 P O BOX 86 MINNEAPOLIS MN 55486-2465	04/27/2009	\$20,848.49	
	06/01/2009	\$20,910.87	
			<hr/>
<hr/>			
TACOMA MALL PARTNERSHIP 1355 MOMENTUM PLACE CHICAGO IL 60689-5311	04/27/2009	\$17,910.12	
	06/01/2009	\$14,616.11	
			<hr/>

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
<hr/>			
TAUBMAN CHERRY CREEK SHOPPING CENTRE DEPT 89801 P O BOX 67000 DETROIT MI 48267-0898	04/27/2009	\$27,950.66	
	06/01/2009	\$27,773.90	
		<hr/>	\$55,724.56
			<hr/>
<hr/>			
TEXAS STATE TAX COMPTROLLER OF PUBLIC ACCOUNTS PO BOX 149359 AUSTIN TX 78714-9359	04/20/2009	\$18,012.91	
	05/19/2009	\$995.70	
	05/19/2009	\$17,495.86	
	06/25/2009	\$15,972.00	
		<hr/>	\$52,476.47
<hr/>			
THE MALL IN COLUMBIA BUSINESS TRUST THE MALL IN COLUMBIA SDS-12-2738 PO BOX 86 MINNEAPOLIS MN 55486-2738	04/27/2009	\$909.63	
	06/01/2009	\$43,266.03	
		<hr/>	\$44,175.66
<hr/>			
TWC CHANDLER LLC DEPT. CHANDL POST OFFICE BOX 53290 PHOENIX CA 90025	04/27/2009	\$23,522.27	
	06/01/2009	\$25,245.72	
		<hr/>	\$48,767.99
<hr/>			
TX COMPTROLLER OF PUBLIC ACCOUNTS ATTN: LEGAL DEPT. PO BOX 149348 AUSTIN TX 78714-9348	05/07/2009	\$6,474.01	
<hr/>			
TYLER MALL LIMITED PARTNERSHIP 2143 PAYSHERE CIRCLE CHICAGO IL 60674	04/27/2009	\$20,062.94	
	06/01/2009	\$20,062.94	
		<hr/>	\$40,125.88
<hr/>			
TYSONS CORNER HOLDINGS LLC DEPT 2596-5330 LOS ANGELES CA 90084-2569	04/27/2009	\$41,765.59	

PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
TYSONS CORNER HOLDINGS LLC DEPT 2596-5330 LOS ANGELES CA 90084-2569	06/01/2009	\$42,225.59	
		<u>\$83,991.18</u>	
UNITED GROUP SERVICES GPO BOX 1988 CANBERRA ACT 2601	03/31/2009	\$40,161.57	
	05/01/2009	\$32,947.23	
	06/04/2009	\$48,655.09	
	06/22/2009	\$33,598.66	
		<u>\$155,362.55</u>	
VALENCIA TOWN CENTER VENTURE, LP BANK OF AMERICA FILE #50125 LOS ANGELES CA 90074	04/01/2009	\$20,130.70	
	05/01/2009	\$20,130.70	
	06/01/2009	\$20,130.70	
		<u>\$60,392.10</u>	
VALLEY FAIR BANK OF AMERICA FILE # 55702 LOS ANGELES CA 90074-5702	04/01/2009	\$24,726.46	
	05/01/2009	\$24,729.30	
	06/01/2009	\$18,190.51	
		<u>\$67,646.27</u>	
VERIZON NORTHWEST P O BOX 9688 MISSION HILLS CA 91346-9688	04/09/2009	\$622.01	
	04/09/2009	\$363.43	
	04/21/2009	\$300.56	
	04/21/2009	\$307.02	
	04/21/2009	\$226.91	
	04/24/2009	\$337.14	
	05/08/2009	\$377.19	
	05/12/2009	\$623.76	
	05/21/2009	\$238.41	
	05/22/2009	\$304.07	
	05/22/2009	\$400.66	
	05/27/2009	\$341.32	
	06/02/2009	\$306.68	
	06/08/2009	\$125.14	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
VERIZON NORTHWEST P O BOX 9688 MISSION HILLS CA 91346-9688	06/09/2009	\$372.22	
	06/12/2009	\$630.53	
	06/15/2009	\$630.53	
	06/22/2009	\$306.68	
	06/22/2009	\$268.44	
	06/22/2009	\$239.82	
	06/23/2009	\$341.64	
	06/24/2009	\$125.14	
		\$7,789.30	
VIRGINIA SALES TAX VIRGINIA DEPARTMENT OF TAXATION 3600 WEST BROAD STREET RICHMOND VA 23230-4915	04/20/2009	\$5,767.58	
	05/20/2009	\$6,162.64	
	06/17/2009	\$6,080.40	
		\$18,010.62	
WASHINGTON STATE SALES TAX WASHINGTON STATE DEPARTMENT OF REVENUE CASH MANAGEMENT SECTION PO BOX 47464 OLYMPIA WA 98504-7464	04/29/2009	\$39,741.13	
	05/21/2009	\$13,752.74	
	06/19/2009	\$13,799.08	
		\$67,292.95	
WEA SOUTHCENTER LLC FILE# 56923 LOS ANGELES CA 90074-6923	04/27/2009	\$23,305.67	
	06/01/2009	\$23,305.67	
		\$46,611.34	
WENDY KLURFELD - CALIFORNIA ASSOCIATION OF REALTORS 433 NORTH CAMDEN DRIVE 12TH FLOOR BEVERLY HILLS CA 90210	06/26/2009	\$16,000.00	
WESTCOR SANTAN VILLAGE LLC P O BOX 52634 PHOENIX AZ 85072-2634	03/30/2009	\$18,081.96	
	04/27/2009	\$16,539.58	

**PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3b**

(3b) Payments to Creditors within 90 days

NOTE: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
<hr/>			
WESTCOR SANTAN VILLAGE LLC P O BOX 52634 PHOENIX AZ 85072-2634	06/01/2009	\$18,081.96	
		<hr/>	\$52,703.50
<hr/>			
WESTFIELD TOPANGA OWNER LP C/O BANK OF AMERICA FILE #54734 LOS ANGELES CA 90074-4734	04/27/2009	\$31,514.45	
	06/01/2009	\$31,514.45	
		<hr/>	\$63,028.90
<hr/>			
WILLOWBEND SHOPPING CENTER DEPARTMENT 178001 P O BOX 67000 DETROIT MI 48267-1780	04/01/2009	\$19,507.67	
	05/01/2009	\$19,624.67	
	06/01/2009	\$19,536.92	
		<hr/>	\$58,669.26

PUMPKIN PATCH LLC
STATEMENT OF FINANCIAL AFFAIRS
ATTACHMENT 3c

(3c) Payments to insider creditors within one year

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Pumpkin Patch Originals Limited	09/18/08	\$200,000.00	
Private Bag 94-310	12/23/08	\$320,000.00	
Pakuranga 2140	12/30/08	\$500,000.00	
Auckland, New Zealand	01/08/09	\$500,000.00	
	01/25/09	\$500,000.00	
	01/29/09	\$300,000.00	
	02/12/09	\$300,000.00	
	04/03/09	\$200,000.00	
	04/09/09	\$200,000.00	
	04/17/09	\$400,000.00	
	05/14/09	\$250,000.00	
	05/26/09	\$110,000.00	
	06/03/09	\$90,000.00	
	06/09/09	\$30,000.00	
	06/22/09	\$35,000.00	
	06/22/09	\$200,000.00	
		<u>\$4,135,000.00</u>	