

United States Bankruptcy Court District of Delaware		Amended* Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Pumpkin Patch LLC		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):		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): 98-0454007		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): 951 Mariners Island Blvd., Suite 650 San Mateo, California <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 94404</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
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 Retail 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 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.		Chapter 11 Debtors Check one box: <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 checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. 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).
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 type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <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		
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		

*The Voluntary Petition filed on June 29, 2009 has been amended to include the Debtor's EIN.

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Pumpkin Patch LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: n/a	Case Number: n/a	Date Filed: n/a	
Location Where Filed: n/a	Case Number: n/a	Date Filed: n/a	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: n/a	Case Number: n/a	Date Filed: n/a	
District: District of Delaware	Relationship: n/a	Judge: n/a	
<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 checked="" 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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Pumpkin Patch LLC

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X Thomas M. Horan

Signature of Attorney for Debtor(s)
Thomas M. Horan (DE Bar No. 4641)

Printed Name of Attorney for Debtor(s)
Womble Carlyle Sandridge & Rice, PLLC

Firm Name
222 Delaware Avenue, Suite 1501,

Address Wilmington, Delaware 19801

(302) 252-4339
Telephone Number

JUNE 29, 2009
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X Maurice Prendergast

Signature of Authorized Individual
Maurice Prendergast

Printed Name of Authorized Individual
Chief Executive Officer

Title of Authorized Individual
6/29/09
Date

[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.]

UNITED STATES BANKRUPTCY COURT

District of Delaware

In re Pumpkin Patch LLC,) Case No. _____
 Debtor)
)
) Chapter 11

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 June 28, 2009.

a. Total assets		\$ <u>7,900,000.00</u>		
b. Total debts (including debts listed in 2.c., below)		\$ <u>6,700,000.00</u>		
c. Debt securities held by more than 500 holders:		Approximate number of holders:		
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 <input type="checkbox"/>	\$ _____	_____
d. Number of shares of preferred stock		_____	_____	
e. Number of shares common stock		<u>25,771</u>	<u>1</u>	

Comments, if any:

The Debtor is a wholly-owned subsidiary of Patch Kids Ltd, a corporation formed under the laws of New Zealand.

3. Brief description of debtor's business:
Children's Clothing Retailer

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:
Patch Kids Ltd.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PUMPKIN PATCH LLC,¹

Debtor.

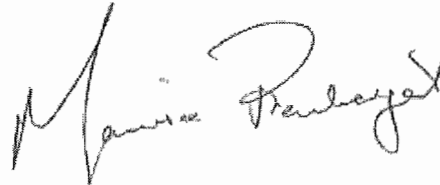
) Chapter 11
)
) Case No. 09-[_____] (____)
)
)
)
)
)

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

I, the President and CEO of the limited liability company named as the debtor in the above-captioned case, declare under penalty of perjury that I have read the foregoing petition and that it is true and correct to the best of my information and belief.

Dated: June 29, 2009

PUMPKIN PATCH LLC
Debtor and Debtor in Possession



Maurice Prendergast
President and Chief Executive Officer

¹ The last four digits of Pumpkin Patch LLC's federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized, on behalf of and in the name of the Company, to execute and file all petitions, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in the Company's Chapter 11 Case; and it is further

RESOLVED, that any and all of the officers of the Company be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain the law firms of Nixon Peabody LLP and Womble Carlyle Sandridge & Rice, PLLC as bankruptcy and reorganization counsel to the Company; and it is further

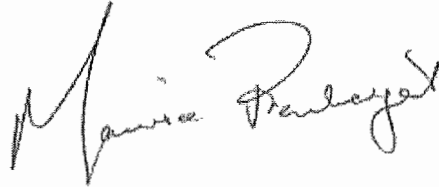
RESOLVED, that the officers, on behalf of the Company be, and each of them hereby are authorized and empowered on behalf of and in the name of the Company, to retain and employ any other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist the Company's Chapter 11 Case on such terms as are deemed necessary, proper or desirable; and it is further

RESOLVED, that any or all of the officers of the Company, each of them acting individually, designated by or directed by any such officers be, and each of them hereby are respectively authorized and empowered to cause the Company as such officers deemed appropriate to enter into, execute, deliver, certify, file, record and/or perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other such documents and take any such actions as are, in their judgment, necessary, proper or desirable to prosecute this Chapter 11 Case and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

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

IN WITNESS WHEREOF, I have hereunto set my hands this 29th day of June, 2009.

Pumpkin Patch LLC

A handwritten signature in black ink, appearing to read "Maurice J. Prendergast". The signature is written in a cursive style with a large initial "M".

By: _____
Maurice J. Prendergast,
CEO and President

5) Loomis, Fargo & Co. Dept. LA 21819 Pasadena, CA 91185-1819	Tel.: (702) 207-0122		\$8,376.44
6) Fastsigns 26258 Bouquet Canon Road Santa Clarita, CA 91350	Tel.: (661) 260-3888		\$6,956.14
7) Equity Office (New) 2655 Campus Drive, Suite 100 San Mateo, CA 94403			\$5,173.30
8) Stanley Covergent Security Solutions Dept. CH 10651 Palatine, IL 60055	Tel.: (858) 627-4865		\$3,511.58
9) DLA Piper Rudnick Gray Cary 333 Market Street, Suite 3200 San Francisco, CA 94105-2150	Tel.: (415) 659-7000	Legal Services	\$3,166.92
10) Merchants Automotive Group PO Box 414438 Boston, MA 02241-4438	Tel.: (603) 669-4100		\$2,800.65
11) B&C Balloons 40467-1 UPS Way Champlain, NY 12919	Tel.: (888) 629-8545	Goods	\$2,674.00
12) Plaza Bonita LP Westfield Plaza Bonita Shopping Center 3030 Plaza Bonita Road #2075 National City CA 91950	Tel.: (619) 267-2850		\$1,904.73
13) WLA Electrical, Inc. 11646 W. Pico Blvd. Los Angeles, CA 90064	Tel.: (310) 996-3100		\$1,755.30
14) Tysons Corner Holdings Dept 2596-5330 Los Angeles, CA 90084-2569			\$1,648.98
15) Agilysis, Inc. 3914 Paysphere Circle Chicago, IL 60674	Tel.: (800) 262-3600		\$1,575.00

16)			
SBC California			\$1,435.17
SBC Payment Center			
Sacramento, CA 95887-0001			
17)			
Santa Anita Shoppingtown LP	Tel.: (626) 445-6255		\$1,387.74
400 S Baldwin Ave # 231,			
Arcadia, CA 91007			
18)			
Macerich Westside Limited			\$1,385.74
Partnership			
Westside Pavilion			
Macerich Westside LP			
Los Angeles, CA 90084-2596			
19)			
Macerich Cerritos, LLC			\$1,306.60
401 Wilshire Blvd.			
Santa Monica, CA 90401			
20)			
Skil Enterprises, Inc.			\$1,151.62
3542 Morris Street N.			
St. Petersburg, FL 33713			

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	Case No. 09-[_____] (____)
PUMPKIN PATCH LLC, ¹)	
)	
Debtor.)	

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

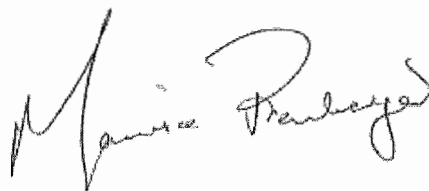
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Patch Kids Ltd. 439 East Tamaki Road, East Tamaki, Auckland, New Zealand			

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer 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 June 29, 2009

Signature



Maurice Prendergast

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

¹ The last four digits of Pumpkin Patch LLC's federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PUMPKIN PATCH LLC,¹

Debtor.

)
) Chapter 11

)
) Case No. 09-[_____] (____)

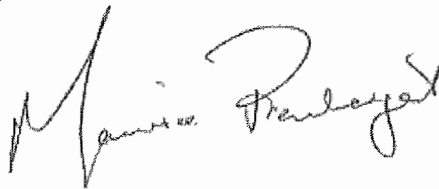
**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(1) AND 7007.1**

Maurice Prendergast declares under penalty of perjury under the laws of the United States of America, as follows:

1. I am the Chief Executive Officer of Pumpkin Patch LLC (“Pumpkin Patch”).
2. The following entities own, directly or indirectly, 10% or more of any class of equity interests of Pumpkin Patch:

Patch Kids Ltd.
439 East Tamaki Road,
East Tamaki,
Auckland,
New Zealand

Executed this 29th day of June, 2009



Maurice Prendergast
Chief Executive Officer

¹ The last four digits of Pumpkin Patch LLC’s federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.