

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

**IN RE:** )  
 ) **CHAPTER 11**  
**GRF MEDSPA SHERMAN OAKS,** )  
**LLC,** ) **CASE NO. 09-63746-CRM**  
 )  
**Debtor.**

**MOTION FOR JOINT ADMINISTRATION**

COME NOW, GRF Medspa Alderwood Mall, LLC (“Alderwood”), GRF Medspa Bellis Fair Mall, LLC (“Bellis Fair”), GRF Medspa Fashion Show, LLC (“Fashion”), and GRF Medspa Sherman Oaks, LLC (“Sherman Oaks”), debtors and debtors-in-possession, pursuant to Federal Rule of Bankruptcy Procedure 1015, and file this their Motion for Joint Administration of their Chapter 11 cases and respectfully show the Court as follows:

1.

On December 4, 2008, GRF Medspa Broadway Plaza, LLC, GRF Medspa Redmond Town Center Mall, LLC, GRF Medspa Santa Ana, LLC, GRF Medspa Santa Clara, LLC, GRF Medspa Southcenter, LLC, GRF Medspa Washington Square Mall, LLC, and GRF Medspa Village at Corte Madera, LLC each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2.

On December 9, 2008, Medspa Clackamas Town Center, LLC and GRF Medspa North Town Mall, LLC each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

3.

On January 27, 2009, Pure Laser Hair Removal & Treatment Clinics, Inc. (“Pure USA”) and John Street Holdings LLC, (“JSH”) each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code.

4.

On February 12, 2009, Alderwood, Bellis Fair, Fashion, and Sherman Oaks each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code.

5.

Each Debtor has continued the management and operation of its business and properties as a debtor-in-possession pursuant to Bankruptcy Code Sections 1107 and 1108. No trustee or examiner has been appointed in these cases, and no official creditors’ committee has been formed as of the date hereof.

6.

All fifteen (15) cases have been assigned to the Honorable C. Ray Mullins.

7.

On or about December 12, 2008, this Court entered an order jointly administering the Chapter 11 cases of GRF Medspa Broadway Plaza, LLC, GRF Medspa Redmond Town Center Mall, LLC, GRF Medspa Santa Ana, LLC, GRF Medspa Santa Clara, LLC, GRF Medspa Southcenter, LLC, GRF Medspa Washington Square Mall, LLC, GRF Medspa Village at Corte Madera, LLC, Medspa Clackamas Town Center, LLC and GRF Medspa North Town Mall, LLC (collectively, the GRF Entities) under case no. 08-85038.

8.

On or about January 29, 2009, this Court entered an order jointly administering the Chapter 11 cases of Pure USA and JSH with those of the GRF Entities under case no. 08-85038.

9.

Alderwood, Bellis Fair, Fashion, Sherman Oaks, the GRF Entities, Pure USA and JSH are “related” within the meaning of Federal Rule of Bankruptcy Procedure 1015(b).

10.

Alderwood, Bellis Fair, Fashion, and Sherman Oaks request that their bankruptcy cases be jointly administered by the Court along with those currently being administered under case no. 08-85038 such that a single docket is utilized for matters relating to the administration of the estates. Alderwood, Bellis Fair, Fashion, and Sherman Oaks request that separate files be maintained for proofs of claim.

11.

The proposed style of the procedurally consolidated cases is as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

<b>IN RE:</b>	)	
	)	<b>CHAPTER 11</b>
<b>GRF MEDSPA BROADWAY PLAZA,</b>	)	
<b>LLC, et. al.,</b>	)	<b>Jointly Administered under</b>
	)	<b>CASE NO. 08-85038-CRM</b>
<b>Debtors.</b>	)	

12.

Alderwood, Bellis Fair, Fashion, and Sherman Oaks request that all pleadings, notices, orders or other papers, other than proofs of claim, for any of the Debtors be filed in a single

original and entered on a single docket, under the Case Number assigned for GRF MedSpa Broadway Plaza, LLC.

13.

The Debtors do not request substantive consolidation at this time.

14.

Attached hereto is a proposed consolidated master mailing list which would be the master mailing list for use in the jointly administered cases.

15.

The Debtors believe that creditors of the estates will not be prejudiced by joint administration of these cases, and that such administration is in the best interests of all creditors and parties in interest because it will reduce the costs of administration.

WHEREFORE, Alderwood, Bellis Fair, Fashion, and Sherman Oaks request that for ease of administration, convenience and economy, the Court enter an order for the joint administration of these cases, and provide such other and further relief as may be just and proper.

This 12th day of February, 2009.

SCROGGINS & WILLIAMSON

1500 Candler Building  
127 Peachtree Street, NE  
Atlanta, GA 30303  
(404) 893-3880

/s/Ashley R. Ray  
J. ROBERT WILLIAMSON  
Georgia Bar No. 765214  
ASHLEY REYNOLDS RAY  
Georgia Bar No. 601559  
J. HAYDEN KEPNER, JR.  
Georgia Bar No. 416616  
Counsel for the Debtors

**PROPOSED MASTER MAILING LIST**

Office of the United States Trustee  
362 Richard Russell Federal Building  
75 Spring Street SW  
Atlanta, GA 30303

Allergan USA Inc.  
12975 Collections Center  
Drive  
Chicago, IL 60693

Automated Solutions  
Consulting Group Inc  
12460 Crabapple Road  
Suite 202-203  
Alpharetta, GA 30004

Bell Medical Services, Inc  
120 Vanderburg Rd.  
Marlboro, NJ 07746

CitiCorp Vendor Finance Inc.  
1 International Blvd.  
Mahwah, NJ 07495-0027

Derma Quest Skin Therapy  
1600 Delta Court  
Hayward, CA 94544

First Insurance Funding Corp.  
450 Skokie Blvd.  
Suite 1000  
Northbrook, IL 60062

First Premier Capital LLC  
5201 Eden Avenue  
Suite 180  
Edina, MN 55436

G.G.P. INC- Alderwood  
3000-184th Street S.W.  
Ste 145  
Lynnwood, WA 98037

Harbor Capital, LLC (Axis)  
308 North Locust St  
Grand Island, NE 68801

IEM Inc  
11625 Rainwater Dr  
Ste. 200  
Alpharetta, GA 30009

Iredale Mineral Cosmetics  
28 Church Street  
Great Barrington, MA 01230

James River Insurance Company  
6641 West Broad Street, Suite 300  
Richmond, VA 23230

Medicis  
8125 North Hayden Road  
Scottsdale, AZ 85258-2463

Multistate Associates Incorporated  
515 King Street, Suite 300  
Alexandria, VA 22314

Paul Hastings, Janofsky & Walker LLP  
515 South Flower Street  
25th Floor  
Los Angeles, CA 90071-2228

PCA SKIN  
PCA Advanced Skin Care Systems  
8501 N. Scottsdale Rd, Ste 150  
Scottsdale, AZ 85253-2740

US Equities Asset Management, LLC  
20 N. Michigan Ave., Suite 400  
Chicago, IL 60602

Signature Specialists Inc.  
1560 Sherman Ave.  
Suite 800  
Evanston, IL 60201

United HealthCare  
United Health Group  
9900 Bren Road East  
Minnetonka, MN 55343

US Express Leasing, Inc.  
10 Waterview Blvd  
Parsippany, NJ 07054

CA State Board of Equalization  
P.O. Box 942879  
Sacramento, CA 94279-7072

Department of Labor  
455 Golden Gate Avenue  
San Francisco, CA 94102

Department of Revenue  
Franchise Tax Board  
P.O. box 1468  
Sacramento, CA 95812-1468

Internal Revenue Service  
300 North Los Angeles Street  
Los Angeles, CA 90012

Macerich-Broadway Plaza  
Macerich Northwestern Associate  
1275 Broadway Plaza  
Walnut Creek, CA 94596

Pacific Gas & Electric  
855 Embarcadero Drive  
West Sacramento, CA 95605

Department of Labor  
P.O. Box 44000  
Olympia, WA 98504-4000

Department of Revenue  
P.O. Box 34051  
Seattle, WA 98124-1051

Internal Revenue Service  
915 2nd Avenue  
Seattle, WA 98174-0041

Internal Revenue Service  
401 W. Peachtree Street NW  
Atlanta, GA 30308

Internal Revenue Service  
600 Arch Street  
Philadelphia, PA 19106

King County  
500 4th Avenue  
Room 600  
Seattle, WA 98104

Pugent Sound Energy  
P.O. Box 91269  
Bellevue, WA 98009-9269

Redmond Town Center  
PPR Redmond Retail LLC  
16495 NE 74th St  
Redmond, WA 98052

Verizon Northwest  
P.O. Box 9688  
Mission Hills, CA 91346-9688

Main Place Shoppingtown, LLC  
11601 Wilshire Blvd  
Los Angeles, CA 90025

Orange County  
625 North Ross Street  
Santa Ana, CA 92701

Southern California Edison  
P.O. Box 600  
Rosemead, CA 91771-0001

City of Santa Clara Municipal  
P.O. Box 58000  
Santa Clara, CA 95052

Santa Clara County  
70 W. Hedding Street  
East Wing  
San Jose, CA 95110

VF Mall, LLC  
Valley Fair UTC LLC  
11601 Wilshire Blvd  
Los Angeles, CA 90025

Qwest  
P.O. Box 91155  
Seattle, WA 98111

Westfield-South Center, LLC  
11601 Wilshire Blvd  
Los Angeles, CA 90025  
Department of Labor  
800 NE Oregon Street  
Suite 1045  
Portland, OR 97232

Department of Revenue  
955 Enter Street NE  
Salem, OR 97301

Internal Revenue Service  
1220 SW Third Avenue  
MS 0180  
Portland, OR 97204

Macerich Company  
401 Wilshire Blvd  
Santa Monica, CA 90407

PPR Washington Square, LLC  
9585 SW Washington Square Rd  
Portland, OR 97223

Verizon Northwest  
P.O. Box 9688  
Mission Hills, CA 91346-9688

Washington County  
155 N. 1st Ave  
Suite 130  
Hillsboro, OR 97124

Clackamas Mall, LLC  
110 North Wacker Drive  
Chicago, IL 60606

XO Communications  
14242 Collections Center Drive  
Chicago, IL 60693

Avista  
1411 E. Mission Avenue  
Spokane, WA 99252

Price Spokane Limited Partners  
Attn: Franciso Guzman  
110 North Wacker Drive  
Chicago, IL 60606

Macerich-Corte Madera  
Corte Madera Village LLC  
1618 Redwood Highway  
Corte Madera, CA 94925

Marin County  
3501 Civic center Drive  
Room 202  
San Rafael, CA 94913

Pacific Gas & Electric  
855 Embarcadero Drive  
West Sacramento, CA 95605

David L. Pollack, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
51<sup>st</sup> Floor - Mellon Bank Center  
1735 Market Street  
Philadelphia, PA 19103

Kristen N. Pate, Esq.  
General Growth Management, Inc.  
110 N. Wacker  
Chicago, IL 60606

Thomas J. Leanse, Esq.  
Brian D. Huben, Esq.  
Katten Muchin Rosenman LLP  
2029 Centry Park East, Suite 2600  
Los Angeles, CA 90067

City of Lynnwood  
P.O. Box 5008  
Lynnwood, WA 98046

GGP  
Atten: Juilie Minnick Bowden  
220 N. Wacker Drive  
Chicago, IL 60606

Internal Revenue Service  
Centralized Insolvency  
P.O. Box 21126  
Philadelphia, PA 19114

Internal Revenue Service  
915 2nd Avenue  
Seattle, WA 98174-0041

Snohomish County PUD  
P.O. Box 1107  
Everett, WA 98206-1107

City of Bellingham  
Finance Department  
P.O. Box V.  
Bellingham, WA 98227

Comcast  
P.O. Box 34227  
Seattle, WA 98124-1227

GGP  
Atten: Juilie Minnick Bowden  
220 N. Wacker Drive  
Chicago, IL 60606

IEM  
24516 Network Place  
Chicago, IL 60673-1245

Harvey G. Chaiton, Esq.  
Chaitons LLP  
185 Sheppard Avenue West  
Toronto, ON M2N 1M9

Embarq  
P.O. Box 660068  
Dallas, TX 75266

Embarq Communications, Inc.  
P.O. Box 219008  
Kansas City, MO 64121-9008

Internal Revenue Service  
401 W. Peachtree Street NW  
Atlanta, GA 30308

Nevada Department of Personnel  
555 E. Washington Avenue  
Suite 1400  
Las Vegas, NV 89101

Nevada Department of Taxation  
P.O. Box 52609  
Phoenix, AZ 85072-2609

AT&T  
P.O. Box 78230  
San Francisco, CA 94107

City of Los Angeles  
Office of Finance  
P.O. Box 53233  
Los Angeles, CA 90053-0233

LA Dept. of Water and Power  
P.O. Box 515407  
Los Angeles, CA 90051

Westfield Fashion Square  
14006 Riverside Dr.  
Suite 17  
Sherman Oaks, CA 91423

**CERTIFICATE OF SERVICE**

This is to certify that on this date, I served a true and correct copy of the within and foregoing **Motion for Joint Administration** by causing same to be deposited in the United States Mail with adequate postage affixed thereon and addressed to the following persons:

Office of the United States Trustee  
362 Richard Russell Federal Building  
75 Spring Street, S. W.  
Atlanta, Georgia 30303

This 12th day of February, 2009.

SCROGGINS & WILLIAMSON

1500 Candler Building  
127 Peachtree Street, NE  
Atlanta, GA 30303  
(404) 893-3880

/s/Ashley R. Ray  
J. ROBERT WILLIAMSON  
Georgia Bar No. 765214  
ASHLEY REYNOLDS RAY  
Georgia Bar No. 601559  
J. HAYDEN KEPNER, JR.  
Georgia Bar No. 416616  
Counsel for the Debtors