

Bbk 1 Pg 536

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FILED

JUL 25 3 12 PM '01

BK 1 536
W.F. ...



UNITED STATES BANKRUPTCY COURT
Central District of California

I hereby attest and certify that on 6-15-01 the
attached reproduction(s), containing 3 pages, is a
full, true and correct copy of the complete document entitled:

Voluntary Petition

LA 01-28201 BB.

which includes: Exhibits Attachments

on file in my office and in my legal custody at the marked location:

- 300 North Los Angeles Street
Los Angeles, CA 90012
- 3420 Twelfth Street, Suite 125
Riverside, CA 92501-3819
- 411 West 4th Street, Suite 2074
Santa Ana, CA 92701-4593
- 1415 State Street
Santa Barbara, CA 93101-2511
- 21041 Burbank Boulevard
Woodland Hills, CA 91367

Jon D. Ceretto, Clerk of Court

By: Rachel E. Castillo
Deputy Clerk

**THIS CERTIFICATION IS VALID ONLY WITH THE
UNITED STATES BANKRUPTCY COURT SEAL.**

FORM 1. VOLUNTARY PETITION

ORIGINAL

(Official Form 1) (9/97)

FORM B1 <p style="text-align: center;">United States Bankruptcy Court Central District of California Los Angeles Division</p>	VOLUNTARY PETITION
---	---------------------------

Name of Debtor: GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company	Name of Joint Debtor (Spouse) (Last, First, Middle):
---	--

All Other Names used by the Debtor in the last 6 years (Include married, maiden and trade names): a/k/a Staffing for Industry, Outsource, Tandem, Tandem Staffing	All Other Names used by the Joint Debtor in the last 6 years (Include married, maiden and trade names):
---	---

Tax I.D. No.: 65-0879416	Soc. Sec./Tax I.D. No. (If more than one, state all):
------------------------------------	---

Street Address of Debtor (No. & Street, City, State & Zip Code): See Exhibit B	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
--	--

County of Residence or of the Principal Place of Business:	See Exhibit B	County Of Residence or of the Principal Place of Business:	
--	----------------------	--	--

Mailing Address of Debtor (If different from street address): 1690 South Congress Avenue, Suite 210 Delray Beach, Florida 33445	Mailing Address of Joint Debtor (If different from street address):
---	---

Location of Principal Assets of Business Debtor (If different from street address listed above): See Exhibit B
--

Information Regarding the Debtor (Check the Applicable Boxes)

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.

Type Of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other Limited Liability Company	Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding
--	---

Nature of Debt (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	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 certifying that the debtor Rule 1006(b). See Official
--	---

Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)	06/11/2001 **FILED** 15:13 LA01-28201BB DEBTOR: GUARDIAN EMPLOYER EAST LLC JUDGE: HON. S. Bluebond - 626 TRUSTEE: CH: 11 (INCOMPLETE) 341A MTG: ADR:
--	---

Statistical/Administrative Information (Estimates only)

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	1-15	16-49	50-99	100-199	200-999	1000-ov
	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

CLERK, U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIF. ID: 786
RECEIPT NO: LA-023100 \$ 830.00

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(Official Form J) (9/97)

FORM B1, Page 2

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

Name of Debtor
GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company

Prior Bankruptcy Case Filed Within Last 6 Years (if more than one, attach additional sheet)

Location Where Filed: N/A	Case Number:	Date Filed:
----------------------------------	--------------	-------------

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

Name of Debtor: SYNADYNE III, INC., a Florida corporation; OUTSOURCE INTERNATIONAL, INC., a Florida corporation; OUTSOURCE FRANCHISING, INC., a Florida corporation; CAPITAL STAFFING FUND, INC., a Florida corporation; OUTSOURCE INTERNATIONAL OF AMERICA, INC., a Florida corporation; and GUARDIAN EMPLOYER WEST, LLC, a Delaware limited liability company	Case Number: Not yet available	Date Filed: Even date herewith
--	---------------------------------------	---------------------------------------

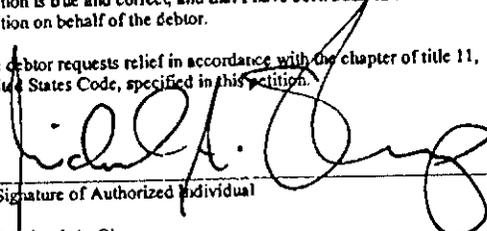
District: Central District of California, Los Angeles Division	Relationship: Parent and Affiliates	Judge:
---	--	--------

Signatures

Signature of Debtor (Company)

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 
Signature of Authorized Individual

Michael A. Sharp
Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer
Title of Authorized Individual

June 11, 2001

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.

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

X _____
Signature of Debtor

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney

X 
Signature of Attorney for Debtor

Martin R. Barash (State Bar No. 162314)
Printed Name of Attorney for Debtor

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1880 Century Park East, Suite 200
Los Angeles, California 90067
Telephone Number: (310) 407-4000
Facsimile Number: (310) 407-9090

June 11, 2001

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.

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

X _____
Signature of Authorized Individual

Date

Exhibit A

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

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

Exhibit B

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

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date

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.

EXHIBIT B
GUARDIAN EAST

Jonesboro Branch Office	2929 S. Caraway Rd., Ste 6	Jonesboro	AR	72401
Atlanta NW Branch Office	1030 Windy Hill Rd, Ste 5	Smyrna	GA	30080
Atlanta Airport Branch Office	2685 Metropolitan Pkwy, Ste F1	Atlanta	GA	30315
Doraville Branch Office	6049-A New Peachtree Rd.	Doraville	GA	30340
Dalton Branch Office	1115 E. Walnut Ave.	Dalton	GA	30721
Gainesville Branch Office	1502 Carter St. #102	Gainesville	GA	30501
Scientific Games Branch Office	1500 Blue Grass Lakes	Alpharetta	GA	30004
Highland Branch Office	5900 Carlson Avenue	Portage	IN	46368
Louisville Branch Office	7138 Preston Highway	Louisville	KY	40219
Howard Ternes Branch Office	700 Manufacturing Drive	Westland	MI	48174
Royal Oak Branch Office	3313 Rochester Rd.	Royal Oak	MI	48073
Flint Branch Office	3316 S. Dort	Flint	MI	48507
Pontiac Branch Office	75 N. Saginaw St.	Pontiac	MI	48342
Romulus Branch Office	7610 Merriman Rd.	Romulus	MI	48174
Olive Branch Branch Office	8857 C. Goodman Rd.	Olive Branch	MS	38654
Meridian Branch Office	806 Hwy 19 N, Ste 210	Meridian	MS	39307
Kansas City Branch Office	1920 Main St.	Kansas City	MO	64108
St. Louis Branch Office	1708 Olive Street	St. Louis	MO	63103
Columbus Branch Office	2976 W. Broad St.	Columbus	OH	43204
Chattanooga Branch Office	3641 Brainerd Rd., Ste B	Chattanooga	TN	37411
Austin Peay Branch Office	2380 Austin Peay #11	Austin Peay	TN	38128
South Perkins Branch Office	3190 S. Perkins	Memphis	TN	38187
Milwaukee North Branch Office	6458 N. 76th St.	Milwaukee	WI	53223
Milwaukee South Branch Office	800 S. 5th St.	Milwaukee	WI	53204

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RECORDING REQUESTED BY AND WHEN
RECORDED, RETURN TO:

(Space below for Recorder's Use
Only)

BANKRUPTCY MANAGEMENT CORPORATION
1330 EAST FRANKLIN AVENUE
EL SEGUNDO, CA 90245

VOLUNTARY PETITION UNDER CHAPTER 11

Guardian East

Real Property Address:

Olive Branch Office
8857 C. Goodman Rd.
Olive Branch, MS ~~38607~~
38634

FORM 1. VOLUNTARY PETITION

BBk - 1 Pg 54

COPY

(Official Form 1) (9-97)

FORM B1

United States Bankruptcy Court
Central District of California
Los Angeles Division

VOLUNTARY PETITION

Name of Debtor: GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 6 years (Include married, maiden and trade names): a/k/a Staffing for Industry, Outsource, Tandem, Tandem Staffing		All Other Names used by the Joint Debtor in the last 6 years (Include married, maiden and trade names):	
Tax I.D. No.: 65-0879416		Soc. Sec./Tax I.D. No. (If more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): See Exhibit B		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business:	See Exhibit B	County Of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (If different from street address): 1690 South Congress Avenue, Suite 210 Delray Beach, Florida 33445		Mailing Address of Joint Debtor (If different from street address):	
Location of Principal Assets of Business Debtor (If different from street address listed above): See Exhibit B			

Information Regarding the Debtor (Check the Applicable Boxes)

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.

Type Of Debtor (Check all boxes that apply)

- Individual(s)
- Corporation
- Partnership
- Other Limited Liability Company
- Railroad
- Stockbroker
- Commodity Broker

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- Chapter 7
- Chapter 9
- Sec. 304 - Case ancillary to foreign proceeding
- Chapter 11
- Chapter 12
- Chapter 13

Nature of Debt (Check one box)

- Consumer/Non-Business
- Business

Filing Fee (Check one box)

- Full Filing Fee attached
- Filing Fee to be paid in installments. (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3

Chapter 11 Small Business (Check all boxes that apply)

- Debtor is a small business as defined in 11 U.S.C. § 101
- Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Statistical/Administrative Information (Estimates only)

- 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	1-15	16-49	50-99	100-199	200-999		
	<input type="checkbox"/>						
Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

06/11/2001 **FILED** 15:13
LA01-28201BB

DEBTOR:
GUARDIAN EMPLOYER EAST LLC
JUDGE: HON. S. Bluebond - 626
TRUSTEE: CH: 11 (INCOMPLETE)
341A MTG:
ADR:

CLERK, U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIF. ID: 786
RECEIPT NO: LA-023100 \$ 830.00



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

Name of Debtor
GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: N/A	Case Number:	Date Filed:
---------------------------	--------------	-------------

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

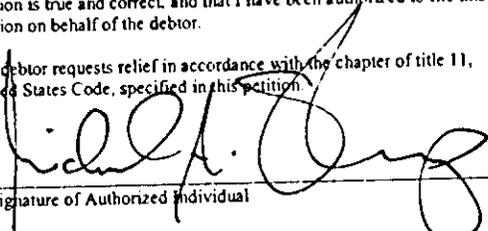
Name of Debtor: SYNADYNE III, INC., a Florida corporation; OUTSOURCE INTERNATIONAL, INC., a Florida corporation; OUTSOURCE FRANCHISING, INC., a Florida corporation; CAPITAL STAFFING FUND, INC., a Florida corporation; OUTSOURCE INTERNATIONAL OF AMERICA, INC., a Florida corporation; and GUARDIAN EMPLOYER WEST, LLC, a Delaware limited liability company	Case Number: Not yet available	Date Filed: Even date herewith
District: Central District of California, Los Angeles Division	Relationship: Parent and Affiliates	Judge:

Signatures

Signature of Debtor (Company)

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 

Signature of Authorized Individual

Michael A. Sharp
Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer
Title of Authorized Individual

June 11, 2001

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.

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

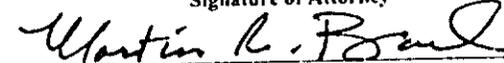
X _____
Signature of Debtor

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X 

Signature of Attorney for Debtor

Martin R. Barash (State Bar No. 162314)
Printed Name of Attorney for Debtor

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1880 Century Park East, Suite 200
Los Angeles, California 90067
Telephone Number: (310) 407-4000
Facsimile Number: (310) 407-9090

June 11, 2001

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.

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

X _____
Signature of Authorized Individual

Date

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.

Exhibit A

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

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

Exhibit B

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

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date

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EXHIBIT B

GUARDIAN EAST

Jonesboro Branch Office	2929 S. Caraway Rd., Ste 6	Jonesboro	AR	72401
Atlanta NW Branch Office	1030 Windy Hill Rd, Ste 5	Smyrna	GA	30080
Atlanta Airport Branch Office	2685 Metropolitan Pkwy, Ste F1	Atlanta	GA	30315
Doraville Branch Office	6049-A New Peachtree Rd.	Doraville	GA	30340
Dalton Branch Office	1115 E. Walnut Ave.	Dalton	GA	30721
Gainesville Branch Office	1502 Carter St. #102	Gainesville	GA	30501
Scientific Games Branch Office	1500 Blue Grass Lakes	Alpharetta	GA	30004
Highland Branch Office	5900 Carlson Avenue	Portage	IN	46368
Louisville Branch Office	7138 Preston Highway	Louisville	KY	40219
Howard Ternes Branch Office	700 Manufacturing Drive	Westland	MI	48174
Royal Oak Branch Office	3313 Rochester Rd.	Royal Oak	MI	48073
Flint Branch Office	3316 S. Dort	Flint	MI	48507
Pontiac Branch Office	75 N. Saginaw St.	Pontiac	MI	48342
Romulus Branch Office	7610 Merriman Rd.	Romulus	MI	48174
Olive Branch Branch Office	8857 C. Goodman Rd.	Olive Branch	MS	38654
Meridian Branch Office	806 Hwy 19 N, Ste 210	Meridian	MS	39307
Kansas City Branch Office	1920 Main St.	Kansas City	MO	64108
St. Louis Branch Office	1708 Olive Street	St. Louis	MO	63103
Columbus Branch Office	2976 W. Broad St.	Columbus	OH	43204
Chattanooga Branch Office	3641 Brainerd Rd., Ste B	Chattanooga	TN	37411
Austin Peay Branch Office	2380 Austin Peay #11	Austin Peay	TN	38128
South Perkins Branch Office	3190 S. Perkins	Memphis	TN	38187
Milwaukee North Branch Office	6458 N. 76th St.	Milwaukee	WI	53223
Milwaukee South Branch Office	800 S. 5th St.	Milwaukee	WI	53204

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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

GUARDIAN EMPLOYER EAST, LLC, a
Delaware limited liability company, a/k/a
Staffing for Industry, Outsource, Tandem,
Tandem Staffing,

Debtor.

Case No. LA 01-

Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of debtor's securities are registered under Section 12 of the Securities and 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: N/A

(a) Total Assets¹ N/A

(b) Total Debts² (including debts listed in 2.c., below) N/A

Approximate
number of holders

(c) Debt securities held by more than 500 holders. N/A

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: N/A

(e) Number of shares of common stock: N/A

¹ (Total Assets are listed at "book value" according to the Debtor's audited (unaudited) accounting records. The amount listed does not reflect the current fair market value or liquidation value of the Debtor's "booked" assets and does not include any of the Debtor's "off balance sheet" assets.)

² (Total Debts are listed at "book value" according to the Debtor's audited (unaudited) accounting records. The amount listed does not include the Debtor's unmatured, unliquidated and contingent debts, and therefore, does not necessarily reflect the total amount of the Debtor's present debts.)

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3. Brief description of debtor's business: N/A

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:

N/A

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF THE COMPANY**

I, Michael A. Sharp, Executive Vice President and Chief Financial Officer of the company named as debtor in this case, declare under penalty of perjury that I have read the foregoing "Exhibit 'A' to Voluntary Petition" and that it is true and correct to the best of my information and belief.

Dated: June 11th, 2001

N/A

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1 LEE R. BOGDANOFF (State Bar No. 119542),
MICHAEL L. TUCHIN (State Bar No. 150375), and
2 MARTIN R. BARASH (State Bar No. 162314), Attorneys with
KLEE, TUCHIN, BOGDANOFF & STERN LLP
3 1880 Century Park East, Suite 200
Los Angeles, California 90067-1698
4 Telephone: (310) 407-4000
Facsimile: (310) 407-9090

5 Proposed Reorganization Counsel for
6 Debtor and Debtor in Possession

7 Debtor's Mailing Address:
1690 South Congress Avenue, Suite 210
8 Delray Beach, Florida 33445

9
10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
12 **LOS ANGELES DIVISION**

13 In re
14 **GUARDIAN EMPLOYER EAST, LLC, a**
15 Delaware limited liability company, a/k/a
Staffing for Industry, Outsource, Tandem,
16 Tandem Staffing,

17 Debtor.

Case No. LA 01-

Chapter 11

**DECLARATION OF MICHAEL A.
SHARP RE INAPPLICABILITY OF
EXHIBIT "A" TO VOLUNTARY
PETITION**

[No Hearing Required]

19
20
21 **DECLARATION OF MICHAEL A. SHARP**

22 I, Michael A. Sharp, declare as follows:

23 1. I am over the age of eighteen years and, if called as witness, could and
24 would testify competently and based upon my own personal knowledge to the matters set forth in
25 this Declaration.

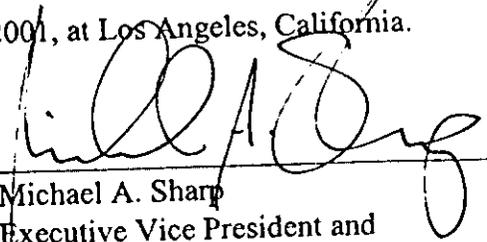
26 2. I am the Executive Vice President and Chief Financial Officer of Guardian
27 Employer East, LLC ("GE" or the "Debtor"), the debtor and debtor in possession in the above-
28 captioned chapter 11 case. In that capacity, I am familiar with the nature and scope of the

1 Debtor's operations and financial affairs.

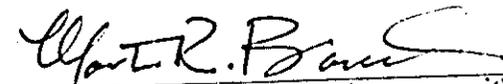
2 3. I have reviewed the form entitled "Exhibit 'A' to Voluntary Petition"
3 ("Exhibit "A"). I believe that Exhibit "A" is inapplicable as a required document to be filed in
4 connection with the Debtor's chapter 11 inasmuch as the Debtor is not required and does not file
5 periodic reports, e.g., forms 10K and 10Q, with the Securities and Exchange Commission
6 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

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

8 Executed this 11 day of June 2001, at Los Angeles, California.

9
10 
11 Michael A. Sharp
12 Executive Vice President and
13 Chief Financial Officer

14 Presented by:

15 
16 MARTIN R. BARASH, an Attorney with
17 KLEE, TUCHIN, BOGDANOFF & STERN LLP
18 Proposed Reorganization Counsel for
19 Debtor and Debtor in Possession
20
21
22
23
24
25
26
27
28

**CERTIFICATE OF MANAGER
OF RESOLUTION OF ALL OF THE MANAGERS
OF
GUARDIAN EMPLOYER EAST, LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
AUTHORIZING FILING OF PETITION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Richard A. Mazelsky, do hereby certify:

1. That I am a duly elected and acting Manager of Guardian Employer East, LLC, a Delaware limited liability company (the "Company").

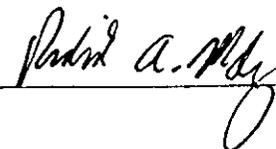
2. That by unanimous written consent dated June 11th, 2001, the following resolutions were duly enacted, and the same remain in full force and effect, without modification as of the date hereof:

RESOLVED, that Garry E. Meier, as Manager of the Company, be and hereby is authorized to determine, based upon subsequent events, and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a petition be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, that, if Garry E. Meier, as Manager of the Company, shall make such a determination, that a petition under said chapter 11 shall be filed as submitted by Garry E. Meier, as Manager, or any other Manager of the Company authorized by Garry E. Meier, and the same hereby is approved and adopted in all respects, and each of said Managers is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California, Los Angeles Division.

FURTHER RESOLVED, that Garry E. Meier, as Manager, or any other Manager of the Company be, and each of said Managers hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which Garry E. Meier, as Manager, or any other Manager of the Company shall deem necessary and proper in connection with such proceedings under said chapter 11 and in that connection to retain and employ all assistance by legal counsel or otherwise which either of them may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED, that the firm of Klee, Tuchin, Bogdanoff & Stern LLP ("KTB&S") hereby is retained as attorneys for the Company in connection with the commencement and maintenance of the aforementioned chapter 11 case, including all contested matters, adversary proceedings, and appeals arising in or from such chapter 11 case, pursuant to the terms and conditions set forth in all written agreements between the Company and KTB&S.



BBK L Pg 549

UNANIMOUS WRITTEN CONSENT
OF
ALL OF THE MANAGERS
OF
GUARDIAN EMPLOYER EAST, LLC

The undersigned, being all of the Managers of Guardian Employer East, LLC, a Delaware limited liability company (the "Company"), pursuant to the provisions of Section 18-404(d) of the Delaware Limited Liability Company Act, do hereby agree and consent on this 11th day of June, 2001, that when all of the Managers have signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of all of the Managers of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions.

RESOLVED, that Garry E. Meier, as Manager of the Company, be and hereby is authorized to determine, based upon subsequent events, and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a petition be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code.

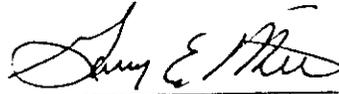
FURTHER RESOLVED, that, if Garry E. Meier, as Manager of the Company, shall make such a determination, that a petition under said chapter 11 shall be filed as submitted by Garry E. Meier, as Manager, or any other Manager of the Company authorized by Garry E. Meier, and the same hereby is approved and adopted in all respects, and each of said Managers is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California, Los Angeles Division.

FURTHER RESOLVED, that Garry E. Meier, as Manager, or any other Manager of the Company be, and each of said Managers hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which Garry E. Meier, as Manager, or any other Manager of the Company shall deem necessary and proper in connection with such proceedings under said chapter 11 and in that connection to retain and employ all assistance by legal counsel or otherwise which either of them may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED, that the firm of Klee, Tuchin, Bogdanoff & Stern LLP ("KTB&S") hereby is retained as attorneys for the Company in connection with the commencement and maintenance of the aforementioned chapter 11 case, including all contested matters, adversary proceedings, and appeals arising in or from such chapter 11 case, pursuant to the terms and conditions set forth in all written agreements between the Company and KTB&S.

IN WITNESS WHEREOF, the undersigned hereby consent to the adoption of these resolutions as of the date first above written.

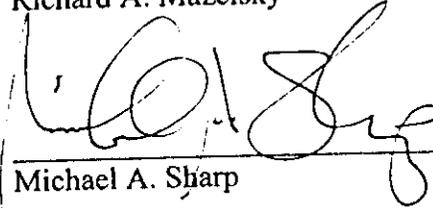
MANAGERS:



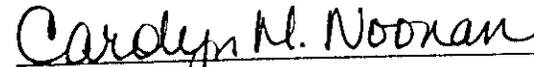
Garry E. Meier



Richard A. Mazelsky



Michael A. Sharp



Carolyn H. Noonan

**CERTIFICATE OF MANAGER
OF RESOLUTION OF THE SOLE MEMBER
OF
GUARDIAN EMPLOYER EAST, LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
AUTHORIZING FILING OF PETITION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Richard A. Mazelsky, do hereby certify:

1. That I am a duly elected and acting Manager of Guardian Employer East, LLC, a Delaware limited liability company (the "Company").

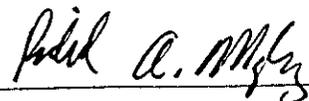
2. That by written consent of the sole Member dated June 11th, 2001, the following resolutions were duly enacted, and the same remain in full force and effect, without modification as of the date hereof:

RESOLVED, that Garry E. Meier, as Manager of the Company, be and hereby is authorized to determine, based upon subsequent events, and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a petition be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, that, if Garry E. Meier, as Manager of the Company, shall make such a determination, that a petition under said chapter 11 shall be filed as submitted by Garry E. Meier, as Manager, or any other Manager of the Company authorized by Garry E. Meier, and the same hereby is approved and adopted in all respects, and each of said Managers is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California, Los Angeles Division.

FURTHER RESOLVED, that Garry E. Meier, as Manager, or any other Manager of the Company be, and each of said Managers hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which Garry E. Meier, as Manager, or any other Manager of the Company shall deem necessary and proper in connection with such proceedings under said chapter 11 and in that connection to retain and employ all assistance by legal counsel or otherwise which either of them may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED, that the firm of Kleec, Tuchin, Bogdanoff & Stern LLP ("KTB&S") hereby is retained as attorneys for the Company in connection with the commencement and maintenance of the aforementioned chapter 11 case, including all contested matters, adversary proceedings, and appeals arising in or from such chapter 11 case, pursuant to the terms and conditions set forth in all written agreements between the Company and KTB&S.



BBK L Ag SS2

WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
GUARDIAN EMPLOYER EAST, LLC

The undersigned, being the sole Member of Guardian Employer East, LLC, a Delaware limited liability company (the "Company"), pursuant to the provisions of Section 18-302(d) of the Delaware Limited Liability Company Act, do hereby agree and consent on this 11th day of June, 2001, that in affixing its signature below, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the to have the same force and effect as if adopted at a formal meeting of the Members duly called and held for the purpose of acting upon proposals to adopt such resolutions.

RESOLVED, that Garry E. Meier, as Manager of the Company, be and hereby is authorized to determine, based upon subsequent events, and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a petition be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, that, if Garry E. Meier, as Manager of the Company, shall make such a determination, that a petition under said chapter 11 shall be filed as submitted by Garry E. Meier, as Manager, or any other Manager of the Company authorized by Garry E. Meier, and the same hereby is approved and adopted in all respects, and each of said Managers is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court, Central District of California, Los Angeles Division.

FURTHER RESOLVED, that Garry E. Meier, as Manager, or any other Manager of the Company be, and each of said Managers hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which Garry E. Meier, as Manager, or any other Manager of the Company shall deem necessary and proper in connection with such proceedings under said chapter 11 and in that connection to retain and employ all assistance by legal counsel or otherwise which either of them may deem necessary and proper with a view to the successful termination of such proceedings.

FURTHER RESOLVED, that the firm of Klee, Tuchin, Bogdanoff & Stern LLP ("KTB&S") hereby is retained as attorneys for the Company in connection with the commencement and maintenance of the aforementioned chapter 11 case, including all contested matters, adversary proceedings, and appeals arising in or from such chapter 11 case, pursuant to the terms and conditions set forth in all written agreements between the Company and KTB&S.

[Signature Follows]

BBK LPg SS3

IN WITNESS WHEREOF, the undersigned hereby consents to the adoption of these resolutions as of the date first above written.

SOLE MEMBER:

EMPLOYMENT CONSULTANTS, INC.,
a WI corporation

By: 
Garry E. Meier, President

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

BBk 1 Pg 554

In re:

Case No. LA 01-

GUARDIAN EMPLOYER EAST, LLC, a Delaware Chapter 11
limited liability company, a/k/a Staffing for Industry,
Outsource, Tandem, Tandem Staffing,

Debtor.

**LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) those 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.

LEGEND

- (1) Name of Creditor and complete mailing address including zip code
- (2) Name and telephone number and facsimile number of employee, agent or department of Creditor familiar with claim who may be contacted
- (3) Nature of claim (trade debt, bank loan, government contract, etc.)
- (4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff
- (5) Amount of claim (if secured, also state value of security)

Note re: (4) The following information is based upon a review of the debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim or offset to the below-listed claims; (2) an acknowledgment of the allowability of any of the below-listed claims; and/or (3) a waiver of any other right or legal position of the debtor.

**RESPONSES ARE NUMBERED TO CORRESPOND TO SUBPARTS 1-5 OF LEGEND
ABOVE**

BBK1Pg 555

- (1) (1) RESOURCE DIMENSIONS INC
310 WEST ROOSEVELT RD
ATTN: EARL PIC
LOMBARD, IL 60148
(with a copy to)
RESOURCE DIMENSIONS
C/O BEERMAN SWERDLOVE
161 NORTH CLARK ST., # 2600
ATTN ALVIN BECKER, ESQ.
CHICAGO, IL 60601
- (2) ALVIN BECKER
PHONE: (312) 621-9700
- (3) ACQUISITION NOTE
- (4) SEE NOTE ON PAGE 1
- (5) \$1,201,378.99
-

- (2) (1) MARIA CARMEAN¹
157 OCEAN PARK BLVD.
SANTA MONICA, CA 90405
(with a copy to)
MARIA CARMEAN
C/O KEHR CROOK TOVMASSIAN & FOX PC
12400 WILSHIRE BLVD., #1300
ATTN: ROBERT L. KEHR, ESQ.
LOS ANGELES, CA 90025
- (2) ROBERT L. KEHR
PHONE: (310) 820-3455
FAX: (310) 820-4414
- (3) ACQUISITION NOTES
- (4) SEE NOTE ON PAGE 1
- (5) \$1,023,446.51
-

¹ Possibly affiliated with Creditor No. 3 below.

- (3) (1) YOLANDA PARISI²
798 CHALK HILL ROAD
SOLVANG, CA 93463
(with a copy to)
YOLANDA PARISI
C/O KEHR CROOK TOVMASSIAN & FOX PC
12400 WILSHIRE BLVD., #1300
ATTN: ROBERT L. KEHR, ESQ.
LOS ANGELES, CA 90025
- (2) ROBERT L. KEHR
PHONE: (310) 820-3455
FAX: (310) 820-4414
- (3) ACQUISITION NOTES
- (4) SEE NOTE ON PAGE 1
- (5) \$1,023,446.51
-

- (4) (1) SUMMETT CORPORATION
ATTN JOHN BECHARD
4043 WINDOLYN WAY
BARTLETT, TN 38133
- (2) JOHN BECHARD
PHONE: (901) 384-6038
FAX: (901) 379-0562
- (3) ACQUISITION NOTES
- (4) SEE NOTE ON PAGE 1
- (5) \$795,475.12
-

- (5) (1) FRUEHLING & JACKSON³
ATTN: JAMES JACKSON
5609 NW 60TH STREET
KANSAS CITY, MO 64151
(with a copy to)
FRUEHLING & JACKSON
C/O SONNENSHEIN NATH & ROSENTHAL
4520 MAIN ST., #110
ATTN: MARK G. FLAHERTY, ESQ.
KANSAS CITY, MO 64111
- (2) MARK G. FLAHERTY, ESQ.
PHONE: (816) 460-2400
FAX: (916) 531-7545
- (3) ACQUISITION NOTE
- (4) SEE NOTE ON PAGE 1
- (5) \$469,616.30
-

² Possibly affiliated with Creditor No. 2 above.

³ Possibly affiliated with Creditor No. 6 below.

B BK L Pg 557

- (6) (1) FJR ENT. RISES INC.⁴
1504 NE 30TH PL
ATTN: JAMES JACKSON
KANSAS CITY, MO 64151
(with a copy to)
FJR ENTERPRISES INC.
C/O SONNENSHEIN NATH & ROSENTHAL
4520 MAIN S., #110
ATTN: MARK G. FLAHERTY, ESQ.
KANSAS CITY, MO 64111
- (2) MARK G. FLAHERTY, ESQ.
PHONE: (816) 460-2400
FAX: (916) 531-7545
- (3) ACQUISITION NOTE
(4) SEE NOTE ON PAGE 1
(5) \$310,979.93
-

- (7) (1) PRO SELECT, INC.
469 LINCOLN AVE.
POMONA, CA 91767
(with a copy to)
PRO SELECT
C/O FLAVIA KREIG, ESQ.
4959 PALO VERDE ST., # 200C
MONTCLAIR, CA 91763
- (2) ATTN: LOLITA BELTRAMO
PHONE: (707) 839-7441
FAX: (707) 839-7443
- (3) ACQUISITION NOTE
(4) SEE NOTE ON PAGE 1
(5) \$321,699.09
-

- (8) (1) BLM ENTERPRISES
2812 MCGREGOR BLVD.
FORT MYERS, FL 33901
- (2) LARRY LEVOY
PHONE: (941) 334-0093
FAX: (941) 332-7529
- (3) ACQUISITION NOTE
(4) SEE NOTE ON PAGE 1
(5) \$258,208.79
-

⁴ Possibly affiliated with Creditor No. 5 above.

- (9) (1) STANDBY PERSONNEL OF CO SPRINGS INC
C/O ADRIAN WALKER
5238 S KENTON WAY
ENGLEWOOD, CO 80111
(with a copy to)
STANDBY PERSONNEL OF CO SPRINGS INC
C/O FLYNN MCKENNA WRIGHT & KARSH LLC
111 SOUTH TEJON #202
ATTN: BRIAN T. MURPHY, ESQ.
COLORADO SPRINGS, CO 80903
- (2) BRIAN T. MURPHY, ESQ.
PHONE: (719) 578-8444
- (3) ACQUISITION NOTE
- (4) SEE NOTE ON PAGE 1
- (5) \$229,971.50
-

BBK L Pg 558

- (10) (1) MCI TELECOMMUNICATIONS
ATTN: ADAVIS MAILDROP 12-108E
6929 N LAKEWOOD AVE.
TULSA, OK 74117
- (2) ATTN: SUSAN MARRIN, ACCOUNTS RECEIVABLE
PHONE: (561) 750-2554
FAX: (561) 750-2557
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$127,618.24
-

- (11) (1) AT&T
PO BOX 9001307
LOUISVILLE, KY 40290
- (2) ATTN: HEATHER SADLER, ACCOUNTS RECEIVABLE
PHONE: (954) 938-4616
FAX: (954) 938-4620
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$64,286.01
-

- (12) (1) THE REALTY ASSOCIATES
C/O MERIN HUNTER CODMAN
1601 FORUM PLACE
WEST PALM BEACH, FL 33401
- (2) ATTN: MARK A. MILONE
PHONE: (561) 394-5200
FAX: (561) 394-5498
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$60,508.91
-

BBk 1 Pg 559

- (13) (1) ZENITH: FFING CONSULTANTS
PARK HILL MEDICAL SERVICES INC.
10028A WEST MCNAB ROAD
TAMARAC, FL 33321
- (2) ACCOUNTS RECEIVABLE
PHONE: (954) 718-7900
FAX: (954) 718-5111
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$34,000.00
-

- (14) (1) WILLIAMS MULLEN CHRISTIAN & DOBBINS
TWO JAMES CENTER
P O BOX 1320
RICHMOND, VA 23218
- (2) ACCOUNTS RECEIVABLE
PHONE: (804) 643-1991
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$22,783.57
-

- (15) (1) CM GRAPHICS
QUORUM BUSINESS CENTER
844 S MILITARY TRAIL
DEERFIELD BEACH, FL 33442
- (2) ATTN: GARY LEVINE
PHONE: (954) 421-4522
FAX: (954) 421-4552
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$20,818.77
-

- (16) (1) MSI CONSULTING
100 NE THIRD AVE.
SUITE 850
FORT LAUDERDALE, FL 33301
- (2) PEER SNOEP & JODY MOORE
PHONE: (954) 766-6900
FAX: (954) 766-2961
- (3) TRADE PAYABLE
- (4) SEE NOTE ON PAGE 1
- (5) \$18,745.00
-

- (17) (1) WORLD TA PRODUCTS
121 CHESHIRE LANE
SUITE 100
MINNETONKA, MN 55305
(2) ATTN: GARRET STRAUB
PHONE: (952) 476-9000
FAX: (952) 476-1903
(3) TRADE PAYABLE
(4) SEE NOTE ON PAGE 1
(5) \$16,755.75
-

BBk L Pg 560

- (18) (1) OFFICE DEPOT
PO BOX 99562
CHICAGO, IL 60693
(2) RICK KAPP
PHONE: (800) 650-1222
FAX: (954) 846-1233
(3) TRADE PAYABLE
(4) SEE NOTE ON PAGE 1
(5) \$16,585.51
-

- (19) (1) MOORE BUSINESS FORMS INC.
135 SOUTH LA SALLE
DEPT 4904
CHICAGO, IL 60674
(2) ATTN: BJ MCINTYRE
PHONE: (847) 480-2139
FAX: (847) 480-2199
(3) TRADE PAYABLE
(4) SEE NOTE ON PAGE 1
(5) \$15,131.80
-

- (20) (1) ACCOUNTANTS ON CALL
5900 N. ANDREWS AVE., SUITE 701
FT. LAUDERDALE, FL 33309
(2) ATTN: SHARON MAFFEI
PHONE: (954) 771-0333
FAX: (954) 492-9699
(3) TRADE PAYABLE
(4) SEE NOTE ON PAGE 1
(5) \$14,361.50
-

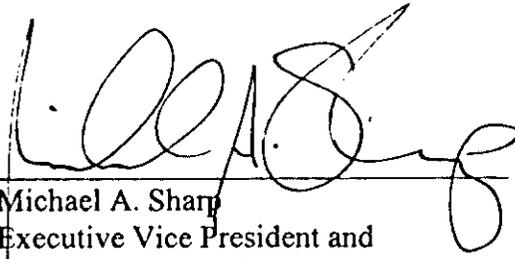
B Bk 1 Pg 561

DECLARATION UNDER PENALTY OF PERJURY

ON BEHALF OF A COMPANY

I, Michael A. Sharp, Executive Vice President and Chief Financial Officer of the company named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims, and that it is true and correct to the best of my information and belief.

DATED: June 11, 2001



Michael A. Sharp
Executive Vice President and
Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

GUARDIAN EMPLOYER EAST, LLC, a Delaware
limited liability company, a/k/a Staffing for Industry,
Outsource, Tandem, Tandem Staffing,

Debtor.

Case No. LA 01-

Chapter 11

INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2(2)(b)

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 co-partnership or joint venture of which the 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 such 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.)

Synadyne III, Inc.; OutSource International, Inc.; Outsource Franchising, Inc.; Capital Staffing Fund, Inc.; Outsource International of America, Inc.; and Guardian Employer West, LLC, parent and affiliates of the above-captioned debtor and debtor in possession, have filed voluntary petitions for relief contemporaneously herewith.

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 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.)

N/A

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy 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 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.)

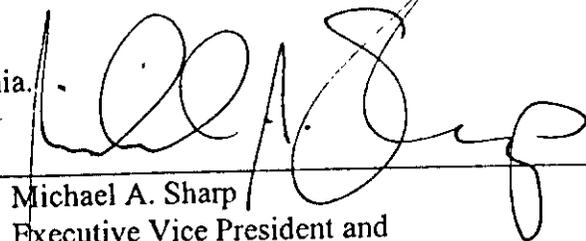
Synadyne III, Inc.; OutSource International, Inc.; Outsource Franchising, Inc.; Capital Staffing Fund, Inc.; Outsource International of America, Inc.; and Guardian Employer West, LLC, parent and affiliates of the above-captioned debtor and debtor in possession, have filed voluntary petitions for relief contemporaneously herewith.

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of 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.)

N/A

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 11th day of June 2001, at Los Angeles, California.



Michael A. Sharp
Executive Vice President and
Chief Financial Officer

LEE R. BOGDANOFF (State Bar No. 119542),
MICHAEL L. TUCHIN (State Bar No. 150375), and
MARTIN R. BARASH (State Bar No. 162314), Attorneys with
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1880 Century Park East, Suite 200
Los Angeles, California 90067-1698
Telephone: (310) 407-4000
Facsimile: (310) 407-9090

FOR COURT USE ONLY

Proposed Attorneys for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company, a/k/a Staffing for Industry, Outsource, Tandem, Tandem Staffing,

Debtor.

CHAPTER 11

CASE NUMBER LA 01-

(No Hearing Required)

**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 SO100, SO200, or SO300);

1690 South Congress Avenue, Suite 210, Delray Beach, Florida 33445

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

1690 South Congress Avenue, Suite 210, Delray Beach, Florida 33445

3. Disclose the current business address(es) for all corporate officers:

1690 South Congress Avenue, Suite 210, Delray Beach, Florida 33445

4. Disclose the current business address(es) where the Debtor's books and records are located:

See Exhibit C

<p>In re: GUARDIAN EMPLOYER EAST, LLC, a Delaware limited liability company, a/k/a Staffing for Industry, Outsource, Tandem, Tandem Staffing, <p style="text-align: right;">Debtor.</p> </p>	<p>CHAPTER 11 CASE NUMBER LA 01-</p>
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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:

The Debtor's assets are located in various states. The Debtor's balance sheet does not value assets based upon location.

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):

None

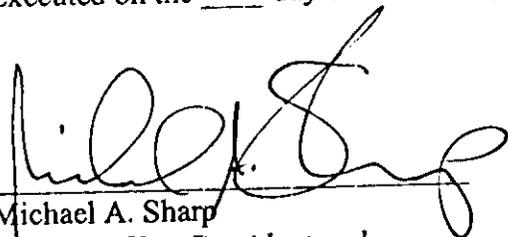
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (*specify*):

Michael A. Sharp, Executive Vice President and Chief Financial Officer
1690 South Congress Avenue, Suite 210,
Delray Beach, Florida 33445

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

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on the 11th day of June 2001, at Los Angeles, California.



Michael A. Sharp
Executive Vice President and
Chief Financial Officer

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EXHIBIT C

GUARDIAN EAST

Jonesboro Branch Office	2929 S. Caraway Rd., Ste 6	Jonesboro	AR	72401
Atlanta NW Branch Office	1030 Windy Hill Rd, Ste 5	Smyrna	GA	30080
Atlanta Airport Branch Office	2685 Metropolitan Pkwy, Ste F1	Atlanta	GA	30315
Doraville Branch Office	6049-A New Peachtree Rd.	Doraville	GA	30340
Dalton Branch Office	1115 E. Walnut Ave.	Dalton	GA	30721
Gainesville Branch Office	1502 Carter St. #102	Gainesville	GA	30501
Scientific Games Branch Office	1500 Blue Grass Lakes	Alpharetta	GA	30004
Highland Branch Office	5900 Carlson Avenue	Portage	IN	46368
Louisville Branch Office	7138 Preston Highway	Louisville	KY	40219
Howard Ternes Branch Office	700 Manufacturing Drive	Westland	MI	48174
Royal Oak Branch Office	3313 Rochester Rd.	Royal Oak	MI	48073
Flint Branch Office	3316 S. Dort	Flint	MI	48507
Pontiac Branch Office	75 N. Saginaw St.	Pontiac	MI	48342
Romulus Branch Office	7610 Merriman Rd.	Romulus	MI	48174
Olive Branch Branch Office	8857 C. Goodman Rd.	Olive Branch	MS	38654
Meridian Branch Office	806 Hwy 19 N, Ste 210	Meridian	MS	39307
Kansas City Branch Office	1920 Main St.	Kansas City	MO	64108
St. Louis Branch Office	1708 Olive Street	St. Louis	MO	63103
Columbus Branch Office	2976 W. Broad St.	Columbus	OH	43204
Chattanooga Branch Office	3641 Brainerd Rd., Ste B	Chattanooga	TN	37411
Austin Peay Branch Office	2380 Austin Peay #11	Austin Peay	TN	38128
South Perkins Branch Office	3190 S. Perkins	Memphis	TN	38187
Milwaukee North Branch Office	6458 N. 76th St.	Milwaukee	WI	53223
Milwaukee South Branch Office	800 S. 5th St.	Milwaukee	WI	53204
Corporate Office	1690 South Congress Avenue, Suite 210	Delray Beach	FL	33445

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1 LEE R. BOGDANOFF (State Bar No. 119542),
2 MICHAEL L. TUCHIN (State Bar No. 150375), and
3 MARTIN R. BARASH (State Bar No. 162314), Attorneys with
4 KLEE, TUCHIN, BOGDANOFF & STERN LLP
5 1880 Century Park East, Suite 200
6 Los Angeles, California 90067-1698
7 Telephone: (310) 407-4000
8 Facsimile: (310) 407-9090

9 Proposed Reorganization Counsel for
10 Debtor and Debtor in Possession

11 Debtor's Mailing Address:
12 1690 South Congress Avenue, Suite 210
13 Delray Beach, Florida 33445

14 **UNITED STATES BANKRUPTCY COURT**
15 **CENTRAL DISTRICT OF CALIFORNIA**
16 **LOS ANGELES DIVISION**

17 In re
18 **GUARDIAN EMPLOYER EAST, LLC, a**
19 Delaware limited liability company, a/k/a
20 Staffing for Industry, Outsource, Tandem,
21 Tandem Staffing,

22 Debtor.

Case No. LA 01-

Chapter 11

**VERIFICATION OF CREDITOR
MATRIX**

[No Hearing Required]

23 I, Michael A. Sharp, am the Executive Vice President and Chief Financial Officer
24 of Guardian Employer East, LLC ("GE"). I hereby certify under penalty of perjury, to the best of
25 my knowledge, information and belief, that the attached Master Mailing List of creditors, (the
26 "Creditor List") appended hereto is complete and correct and GE assumes all responsibility for
27 any errors or omissions.

28 The information contained herein is based upon a review of GE's books and
records. However, no comprehensive legal or factual investigations with regard to possible
defenses to any claims set forth in this document have been completed.

///

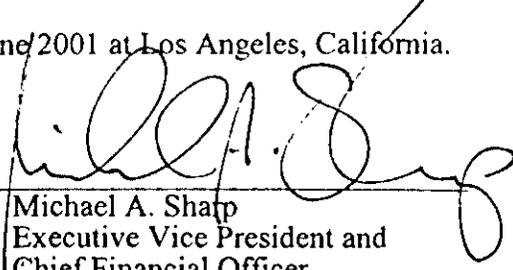
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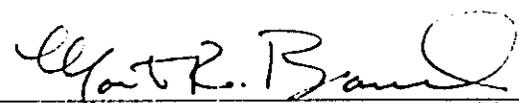
1 Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any
2 defense to any below-listed claims; (2) an acknowledgment of the allowability of any below-
3 listed claims; or (3) a waiver of any other right or legal position of GE.

4 Executed this 11th day of June 2001 at Los Angeles, California.

5
6 By


Michael A. Sharp
Executive Vice President and
Chief Financial Officer

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8
9
10 Submitted by:

11
12 
13 MARTIN R. BARASH, an Attorney with
14 KLEE, TUCHIN, BOGDANOFF & STERN LLP
15 Proposed Reorganization Counsel for
16 Debtor and Debtor in Possession
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