

USTRIVE2, INC.
Case No.

AFFORDABLE WEB PAGES
2713 SPRING AVE SW
DECATUR AL 35603

ANDREWS, TIM
3705 N KATMAI
MESA AZ 85215

ARIZONA DEPARTMENT OF REVENUE
P.O. BOX 29079
PHOENIX AZ 85038-9079

ATTAWAY, PAUL
7608 NORTH SHADOW MOUNTAIN ROAD
PARADISE VALLEY AZ 85253

BEIMA, JOHN
12232-135 STREET
EDMONTON ALBERTA
CANADA T5L 1X1

BLANC, JON
3551 E AMBERWOOD DRIVE
PHOENIX AZ 85048

BOCCHINI, LOUIS V. AND ANGELICA L
6138 NORTH 130TH AVENUE
LITCHFIELD PARK AZ 85340

BOCCHINI, VINCENT
400 WEST PASADENA AVENUE #18
PHOENIX AZ 85013

BROW, G. RAYMOND
389 KAYES ROAD RR#1
GEORGETOWN ROYALTY
PRINCE EDWARD ISLAND
CANADA COA 1LO

USTRIVE2, INC.
Case No.

BURLESON, THOMAS
4650 OAKWOOD LANE
WEST DES MOINES IA 50265

BURSIEK, JED
7435 NORTH MOHAWK AVENUE
PORTLAND OR 97203

BUSICK, MATT
5930 GRAND AVENUE
SUITE 110
WEST DES MOINES IA 50266

CAFEPRESS.COM, INC
ATTN: CORPORATE COUNSEL
1850 GATEWAY DRIVE, STE. 300
SAN MATEO CA 94404

CAGEN, BURTON
4677 S LAKESHORE DRIVE
TEMPE AZ 85282

CENMERE
C/O ERIC COX
S79 W23665 CHERI AVE
BIG BEND WI 53103

CHU, DANNY (KIMYING)
6051 WOOLEN MILL COURT
HAYMARKET VA 20169

CLOSE, MICHAEL
1445 COOPERS HAWK DRIVE
HANAHAHAN SC 29410

CLOSE, MIKE
1445 COOPERS HAWK DR
HANAHAHAN SC 29410

USTRIVE2, INC.
Case No.

COMPREHENSIVE REIMBURSEMENT INC
RICHARD J KOLASKA
7721 PARK BEND DRIVE
WESTERVILLE OH 43082

CUNDIFF, WILLIAM AND NICOLE
4488 EAST THOMAS ROAD #2046
PHOENIX AZ 85018

DAVID WATSON
C/O REVOLUTION TEA
5080 N 40TH STREET, SUITE 375
PHOENIX AZ 85018

DAWSON, JOE
PO BOX 9925
PHOENIX AZ 85068

DEMARCO, DAMIEN
9359 EAST NOPAL
MESA AZ 85209

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
OGDEN UT 84201-0012

DESERT CAPITAL INVESTMENTS LLC
4343 EAST CAMELBACK ROAD
SUITE 210
PHOENIX AZ 85018

DRURY, WILLIAM
ONE NORTH CENTRAL #900
PHOENIX AZ 85004

ENGELS, DON
1100 VERNON DRIVE
GLENVIEW IL 60025

USTRIVE2, INC.
Case No.

ENTRUST ARIZONA, FBO CARLOS ARBOLEDA
4545 E SHEA BLVD., SUITE 120
PHOENIX AZ 85028

FIELDS INVESTMENT LLP
5901 EAST CACTUS WREN ROAD
PARADISE VALLEY AZ 85258

FISHER, PEGGY A.
2835 SW 30TH
DES MOINES IA 50321

FLEET, MICHAEL
2381 EASTCLEFT DRIVE
UPPER ARLINGTON OH 43221

FORAN, MELISSA MCGINLEY
17150 NORTH 23RD STREET #137
PHOENIX AZ 85022

GERCZAK, RICHARD GERARD
3820 CLEVELAND AVENUE NORTH
SUITE 500
ARDEN HILLS MN 55112

GLASS, JOHN
4455 EAST CAMELBACK RD., #260D
PHOENIX AZ 85018

GLINSKI, RANDY & LAURIE
31707 N 142ND STREET
SCOTTSDALE AZ 85262

GRUDEN ASIA LIMITED
19F/ SEAVIEW COMMERCIAL BUILDING
21-24 CONNAUGHT ROAD
WEST HONG KONG

USTRIVE2, INC.
Case No.

HAND, JOHN T.
5511 E SHEENA DRIVE
SCOTTSDALE AZ 85254

HAND, THOMAS
6291 LIVINGSTONE PLACE
RICHMOND BRITISH COLUMBIA
CANADA V7C 5J6

HERRON, JOEL BAIN
6373 FALCON CHASE DRIVE
WESTERVILLE OH 43082

HORN, JORDAN
5530 EAST CORRINE DRIVE
SCOTTSDALE AZ 85254

INTERTEL FINANCIAL
C/O CALVIN & TIM DOWIE
11216-102 AVENUE
EDMONTON ALBERTA
CANADA T5K 0P4

JATOECO INC
735 MONTGOMERY STREET
SUITE 300
SAN FRANCISCO CA 94111

JOHN BEIMA
P.A.L.B.SYSTEMS
12232-135 STREET
EDMONTON, ALBERTA
CANADA T5L 1X1

KENT, DANIEL W.
FLASHMEDIASTREAM, LLC
4242 SE MILWAUKIE AVENUE
PORTLAND OR 97202

KING, CHRISTOPHER M. & KIRA S.
924 JASMINE STREET
CELEBRATION FL 34747

USTRIVE2, INC.
Case No.

KONTERA
MATHEW HAUGEN
1550 BRYANT STREET, STE. 975
SAN FRANCISCO CA 94103

LAMBRIGHT, TIM
740 WEST ELM STREET #152
PHOENIX AZ 85013

LAYTON, SAMUEL
1190 SAN JACINTO DRIVE
SIERRA VISTA AZ 85635

LIFESTART VIAD FITNESS CENTER
1850 N CENTRAL AVE
CONCOURSE LOWER LEVEL CC1
PHOENIX AZ 85004

LOUISE DAS
4648 EAST WHITE ASTER STREET
PHOENIX AZ 85044

MANLEY, JOSHUA
1699 WEST SAN REMO STREET
GILBERT AZ 85233

MELINDA S URION
1030 NW JOHNSON STREET, #609
PORTLAND OR 97209

MILLIRON, DAN
72 TOUCHSTONE
LAKE OSWEGO OR 97035

MOORE, VINTORY BLAKE
260 LONGVIEW DRIVE
MORGAN HILL CA 95037

USTRIVE2, INC.
Case No.

MORROW, MARVIN
12614 NORTH 22ND PLACE
PHOENIX AZ 85022

NOISY PLANET, INC.
C/O PETERSON, KEVIN
507 CASAZZA SREET, SUITE A
RENO NV 89502

NORDAHL, TIM
1232 WEST SALTSAGE DRIVE
PHOENIX AZ 85045

NORDAHL, TIM
448 EAST SOUTHERN AVE., SUITE 1
TEMPE AZ 85282

NUTTALL, CHAD
1324 NORTH 69TH PLACE
MESA AZ 85207

PRATT, TIM
4108 TIMBERWOOD DRIVE
WEST DES MOINES IA 50265

QUARLES & BRADY LLP
ONE RENAISSANCE SQUARE
TWO N CENTRAL AVENUE
PHOENIX AZ 85004

RATEITALL
LAWRENCE COBURN, CEO
2601 MISSION #402
SAN FRANCISCO CA 94110

REMINGTON, KEVIN
200 SUMMIT STREET
LEXINGTON VA 24450

USTRIVE2, INC.
Case No.

ROSENTHAL, JASON
NING
735 EMERSON STREET
PALO ALTO CA 94301

SALK, STEVEN & WENDY
5709 EAST JUSTINE ROAD
SCOTTSDALE AZ 85254

SCHMIDT, CHARLES
3 HEATHER PLACE
ST PAUL MN 55102

SCHOBER HOLDINGS
1218 EAST NORTHSHORE DRIVE
TEMPE AZ 85283

SCHOBER, DIANE AND WILLIAM C
42837 WEST MAGIC MOMENT DR
MARICOPA AZ 85138

SCHROEBER, ROBERT
1218 EAST NORTHSHORE DRIVE
TEMPE AZ 85283

SEMPLE MARCHAL & COOPER LLP
2700 NORTH CENTRAL AVE., 9TH FLOOR
PHOENIX AZ 85004

SEYBERT, BRUCE E.
1302 EAST WOODS
SEVEN POINTS TX 75143

SLOAN, TOM
900 WEST PECAN COURT
MIDLAND TX 79705

USTRIVE2, INC.
Case No.

SMITH, ANDREW W. IRA ROLLOVER
8129 EAST DEL BARQUERO DRIVE
SCOTTSDALE AZ 85258

STELTER, LARRY P
2835 SW 30TH
DES MOINES IA 50321

STOKES, BRETT & CAROLYN
3903 243RD PLACE SE N-203
BOTHELL WA 98021

THOMAS BURLESON
1501 42ND STREET
SUITE 470
WEST DES MOINES IA 50266

THOMPSON, WILLIAM
834 NORTH HALIFAX
DAYTONA BEACH FL 32118

URION, MELINDA S
1030 NW JOHNSON STREET, #609
PORTLAND OR 97209

URION, MELINDA S. URION LIVING TRUST
1030 NW JOHNSON STREET #609
PORTLAND OR 97209

URION, STEPHEN J. URION LIVING TRUST
1030 NW JOHNSON STREET #609
PORTLAND OR 97209

US2 INVESTORS, LLC
MATT BUSICK, MANAGER
5930 GRAND AVE., SUITE 110
WEST DES MOINES IA 50266

USTRIVE2, INC.
Case No.

VOGENSEN, CRAIG JAMES
7900 E PRINCESS DRIVE #1216
SCOTTSDALE AZ 85262

VRATSINAS CAPITAL RESOURCES LLC
5930 GRAND AVE., SUITE 100
WEST DES MOINES IA 50266

WATSON, DAVID
REVOLUTION TEA
5120 WEST BUCKEYE
PHOENIX AZ 85043

WILDCAT INVESTMENT GROUP LLC
C/O SCOTT SALK
6222 WEST JULIE DRIVE
GLENDALE AZ 85308

YACH, ROBERT S.
3205 WOODBRIDGE STREET
SHOREVIEW MN 55126

YAHOO! INC
GENERAL COUNSEL
701 FIRST AVENUE
SUNNYVALE CA 94089

YAHOO! INC.
GEN MGR YAHOO! SMALL BUSINESS
701 FIRST AVENUE
SUNNYVALE CA 94089

ZIOMEK, JESSE
2032 E WILLOW WICK RD
GILBERT AZ 85296

ZIOMEK, THOMAS
C/O JESSEE ZIOMEK
2032 E WILLOW WICK RD
GILBERT AZ 85296

UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

DECLARATION

Debtor (s) ' Name (s)

Case No. _____

USTRIVE2, INC.

I, **JEFFREY KUKOWSKI** , do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of **10** sheets(s), is complete, correct and consistent with the debtor(s)' schedules.

Date of execution: **10/15/2009**

s/ JEFFREY KUKOWSKI

/s/ Michael W. Carmel

JEFFREY KUKOWSKI

Michael W. Carmel

SCANNING

REVISED 11/19/96

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): USTRIVE2, INC.	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): 39-2056873	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. & Street, City, and State): 1850 N. CENTRAL AVE. SUITE 1025 PHOENIX AZ	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 85004	ZIP CODE
County of Residence or of the Principal Place of Business: MARICOPA	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____</p>	<p align="center">Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center">Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes</p> <p><input type="checkbox"/> A plan is being filed with this petition</p> <p><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).</p>
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<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input checked="" 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.</p>	THIS SPACE IS FOR COURT USE ONLY																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000												
<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												
<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): USTRIVE2, INC.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: NONE	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: NONE	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X Not Applicable</p> <p>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?

Yes, and Exhibit C is attached and made a part of this petition.

No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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):

USTRIVE2, INC.

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.

Not Applicable

Signature of Debtor

Not Applicable

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 § 1515 of title 11 are attached.

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

Not Applicable

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

s/ Michael W. Carmel

Signature of Attorney for Debtor(s)

Michael W. Carmel Bar No. 007356

Printed Name of Attorney for Debtor(s) / Bar No.

Michael W. Carmel, Ltd.

Firm Name

80 E. Columbus Ave. Phoenix, AZ 85012

Address

602-264-4965

Telephone Number

602-277-0144

10/15/2009

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 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.

Not Applicable

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

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

Address

Not Applicable

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 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.

s/ JEFFREY KUKOWSKI

Signature of Authorized Individual

JEFFREY KUKOWSKI

Printed Name of Authorized Individual

CHIEF EXECUTIVE OFFICER

Title of Authorized Individual

10/15/2009

Date

**United States Bankruptcy Court
District of Arizona**

In re USTRIVE2, INC., Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
CLOSE, MIKE 1445 COOPERS HAWK DR HANAHAN SC 29410			DISPUTED	\$7,212.53
CENMERE C/O ERIC COX S79 W23665 CHERI AVE BIG BEND WI 53103	ERIC COX CENMERE C/O ERIC COX S79 W23665 CHERI AVE BIG BEND WI 53103			\$240,000.00
QUARLES & BRADY LLP ONE RENAISSANCE SQUARE TWO N CENTRAL AVENUE PHOENIX AZ 85004				\$186,370.25
AFFORDABLE WEB PAGES 2713 SPRING AVE SW DECATUR AL 35603			DISPUTED	\$168,000.00
MELINDA S URION 1030 NW JOHNSON STREET, #609 PORTLAND OR 97209	MELINDA S URION 515-664-4002 MELINDA S URION 1030 NW JOHNSON STREET, #609 PORTLAND OR 97209			\$133,906.00
DAVID WATSON C/O REVOLUTION TEA 5080 N 40TH STREET, SUITE 375 PHOENIX AZ 85018	DAVID WATSON DAVID WATSON C/O REVOLUTION TEA 5080 N 40TH STREET, SUITE 375 PHOENIX AZ 85018			\$125,148.00

In re USTRIVE2, INC., Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
JATOEKO INC 735 MONTGOMERY STREET SUITE 300 SAN FRANCISCO CA 94111				\$36,200.00
THOMAS BURLESON 1501 42ND STREET SUITE 470 WEST DES MOINES IA 50266	THOMAS BURLESON THOMAS BURLESON 1501 42ND STREET SUITE 470 WEST DES MOINES IA 50266		DISPUTED	\$25,023.00
GRUDEN ASIA LIMITED 19F/ SEAVIEW COMMERCIAL BUILDING 21-24 CONNAUGHT ROAD WEST HONG KONG				\$3,500.00
SEMPLE MARCHAL & COOPER LLP 2700 NORTH CENTRAL AVE., 9TH FLOOR PHOENIX AZ 85004			DISPUTED	\$1,256.06
LIFESTART VIAD FITNESS CENTER 1850 N CENTRAL AVE CONCOURSE LOWER LEVEL CC1 PHOENIX AZ 85004				\$40.00

In re USTRIVE2, INC., Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

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

I, JEFFREY KUKOWSKI, 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 and that it is true and correct to the best of my information and belief.

Date: 10/15/2009

Signature: s/ JEFFREY KUKOWSKI

JEFFREY KUKOWSKI ,CHIEF EXECUTIVE OFFICER

(Print Name and Title)

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

In re: USTRIVE2, INC.

Debtor

Case No. _____

(If known)

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Total			0.00	

(Report also on Summary of Schedules.)

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			UCC-1 FINANCING STATEMENT (PESONAL PROPERTY) VALUE \$0.00				250,000.00	0.00
URION, MELINDA S 1030 NW JOHNSON STREET, #609 PORTLAND OR 97209								

0 continuation sheets attached

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 250,000.00	\$ 0.00
\$ 250,000.00	\$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority: Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. ARIZONA DEPARTMENT OF REVENUE P.O. BOX 29079 PHOENIX AZ 85038-9079							UNKNOWN	UNKNOWN	\$0.00
ACCOUNT NO. DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE OGDEN UT 84201-0012							UNKNOWN	UNKNOWN	\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Priority Claims

Subtotals >
(Totals of this page)

\$	0.00	\$	0.00	\$	0.00
\$	0.00				
		\$	0.00	\$	0.00

Total >
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

Total >
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		TRADE DEBT			X	168,000.00
AFFORDABLE WEB PAGES 2713 SPRING AVE SW DECATUR AL 35603						
ACCOUNT NO.						UNKNOWN
CAFEPRESS.COM, INC ATTN: CORPORATE COUNSEL 1850 GATEWAY DRIVE, STE. 300 SAN MATEO CA 94404						
ACCOUNT NO.						240,000.00
CENMERE C/O ERIC COX S79 W23665 CHERI AVE BIG BEND WI 53103						
ACCOUNT NO.					X	7,212.53
CLOSE, MIKE 1445 COOPERS HAWK DR HANAHAN SC 29410						
ACCOUNT NO.		LOAN				125,148.00
DAVID WATSON C/O REVOLUTION TEA 5080 N 40TH STREET, SUITE 375 PHOENIX AZ 85018						

3 Continuation sheets attached

Subtotal > \$ **540,360.53**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			TRADE DEBT				3,500.00
GRUDEN ASIA LIMITED 19F/ SEAVIEW COMMERCIAL BUILDING 21-24 CONNAUGHT ROAD WEST HONG KONG							
ACCOUNT NO.			TRADE DEBT				36,200.00
JATOEKO INC 735 MONTGOMERY STREET SUITE 300 SAN FRANCISCO CA 94111							
ACCOUNT NO.						X	UNKNOWN
JOHN BEIMA P.A.L.B.SYSTEMS 12232-135 STREET EDMONTON, ALBERTA CANADA T5L 1X1							
ACCOUNT NO.							UNKNOWN
KONTERA MATHEW HAUGEN 1550 BRYANT STREET, STE. 975 SAN FRANCISCO CA 94103							
ACCOUNT NO.			TRADE DEBT				40.00
LIFESTART VIAD FITNESS CENTER 1850 N CENTRAL AVE CONCOURSE LOWER LEVEL CC1 PHOENIX AZ 85004							

Sheet no. 1 of 3 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	39,740.00
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re USTRIVE2, INC.
 Debtor

Case No. _____
 (If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			LOAN				133,906.00
MELINDA S URION 1030 NW JOHNSON STREET, #609 PORTLAND OR 97209							
ACCOUNT NO.							UNKNOWN
NOISY PLANET, INC. C/O PETERSON, KEVIN 507 CASAZZA SREET, SUITE A RENO NV 89502							
ACCOUNT NO.			LEGAL SERVICES				186,370.25
QUARLES & BRADY LLP ONE RENAISSANCE SQUARE TWO N CENTRAL AVENUE PHOENIX AZ 85004							
ACCOUNT NO.							UNKNOWN
RATEITALL LAWRENCE COBURN, CEO 2601 MISSION #402 SAN FRANCISCO CA 94110							
ACCOUNT NO.							UNKNOWN
ROSENTHAL, JASON NING 735 EMERSON STREET PALO ALTO CA 94301							

Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors
 Holding Unsecured
 Nonpriority Claims

Subtotal >	\$	320,276.25
Total >	\$	

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable on the Statistical
 Summary of Certain Liabilities and Related Data.)

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			TRADE DEBT			X	1,256.06
SEMPLE MARCHAL & COOPER LLP 2700 NORTH CENTRAL AVE., 9TH FLOOR PHOENIX AZ 85004							
ACCOUNT NO.							UNKNOWN
SEYBERT, BRUCE E. 1302 EAST WOODS SEVEN POINTS TX 75143							
ACCOUNT NO.			CONSULTANT FEES			X	25,023.00
THOMAS BURLESON 1501 42ND STREET SUITE 470 WEST DES MOINES IA 50266							
ACCOUNT NO.							UNKNOWN
YAHOO! INC GENERAL COUNSEL 701 FIRST AVENUE SUNNYVALE CA 94089							
ACCOUNT NO.			TRADE DEBT				UNKNOWN
YAHOO! INC. GEN MGR YAHOO! SMALL BUSINESS 701 FIRST AVENUE SUNNYVALE CA 94089							

Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	26,279.06
Total >	\$	926,655.84

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re: USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
VIAD CORP VIAD TOWER 1850 N CENTRAL AVE., SUITE 800 PHOENIX AZ 85004-4545	Month-to-Month Lease Commencing October 1, 2009 1850 N. Central Avenue Suite 1025 Phoenix, AZ 85004 \$2,500.00 per month.

In re: USTRIVE2, INC.
Debtor

Case No. _____
(If known)

SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

**United States Bankruptcy Court
District of Arizona**

In re USTRIVE2, INC.,
Debtor

Case No. _____
Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	NO	0	\$ 0.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 250,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	4		\$ 926,655.84	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		10	\$ 0.00	\$ 1,176,655.84	

In re USTRIVE2, INC.
Debtor

Case No. _____
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

(NOT APPLICABLE)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **JEFFREY KUKOWSKI**, the **CHIEF EXECUTIVE OFFICER** of the **Corporation** named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 11 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/15/2009

Signature: s/ JEFFREY KUKOWSKI

JEFFREY KUKOWSKI CHIEF EXECUTIVE OFFICER

[Print or type name of individual signing on behalf of debtor.]

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
ANDREWS, TIM 3705 N KATMAI MESA AZ 85215			
ATTAWAY, PAUL 7608 NORTH SHADOW MOUNTAIN ROAD PARADISE VALLEY AZ 85253			
BEIMA, JOHN 12232-135 STREET EDMONTON ALBERTA CANADA T5L 1X1			
BLANC, JON 3551 E AMBERWOOD DRIVE PHOENIX AZ 85048			
BOCCHINI, LOUIS V. AND ANGELICA L 6138 NORTH 130TH AVENUE LITCHFIELD PARK AZ 85340			
BOCCHINI, VINCENT 400 WEST PASADENA AVENUE #18 PHOENIX AZ 85013			
BROW, G. RAYMOND 389 KAYES ROAD RR#1 GEORGETOWN ROYALTY PRINCE EDWARD ISLAND CANADA COA 1LO			
BURLESON, THOMAS 4650 OAKWOOD LANE WEST DES MOINES IA 50265			
BURSIEK, JED 7435 NORTH MOHAWK AVENUE PORTLAND OR 97203			
BUSICK, MATT 5930 GRAND AVENUE SUITE 110 WEST DES MOINES IA 50266			
CAGEN, BURTON 4677 S LAKESHORE DRIVE TEMPE AZ 85282			

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
CHU, DANNY (KIMYING) 6051 WOOLEN MILL COURT HAYMARKET VA 20169			
CLOSE, MICHAEL 1445 COOPERS HAWK DRIVE HANAHAN SC 29410			
COMPREHENSIVE REIMBURSEMENT INC RICHARD J KOLASKA 7721 PARK BEND DRIVE WESTERVILLE OH 43082			
CUNDIFF, WILLIAM AND NICOLE 4488 EAST THOMAS ROAD #2046 PHOENIX AZ 85018			
DAWSON, JOE PO BOX 9925 PHOENIX AZ 85068			
DEMARCO, DAMIEN 9359 EAST NOPAL MESA AZ 85209			
DESERT CAPITAL INVESTMENTS LLC 4343 EAST CAMELBACK ROAD SUITE 210 PHOENIX AZ 85018			
DRURY, WILLIAM ONE NORTH CENTRAL #900 PHOENIX AZ 85004			
ENGELS, DON 1100 VERNON DRIVE GLENVIEW IL 60025			
ENTRUST ARIZONA, FBO CARLOS ARBOLEDA 4545 E SHEA BLVD., SUITE 120 PHOENIX AZ 85028			
FIELDS INVESTMENT LLP 5901 EAST CACTUS WREN ROAD PARADISE VALLEY AZ 85258			

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
FISHER, PEGGY A. 2835 SW 30TH DES MOINES IA 50321			
FLEET, MICHAEL 2381 EASTCLEFT DRIVE UPPER ARLINGTON OH 43221			
FORAN, MELISSA MCGINLEY 17150 NORTH 23RD STREET #137 PHOENIX AZ 85022			
GERCZAK, RICHARD GERARD 3820 CLEVELAND AVENUE NORTH SUITE 500 ARDEN HILLS MN 55112			
GLASS, JOHN 4455 EAST CAMELBACK RD., #260D PHOENIX AZ 85018			
GLINSKI, RANDY & LAURIE 31707 N 142ND STREET SCOTTSDALE AZ 85262			
HAND, JOHN T. 5511 E SHEENA DRIVE SCOTTSDALE AZ 85254			
HAND, THOMAS 6291 LIVINGSTONE PLACE RICHMOND BRITISH COLUMBIA CANADA V7C 5J6			
HERRON, JOEL BAIN 6373 FALCON CHASE DRIVE WESTERVILLE OH 43082			
HORN, JORDAN 5530 EAST CORRINE DRIVE SCOTTSDALE AZ 85254			
INTERTEL FINANCIAL C/O CALVIN & TIM DOWIE 11216-102 AVENUE EDMONTON ALBERTA CANADA T5K OP4			

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
KENT, DANIEL W. FLASHMEDIASTREAM, LLC 4242 SE MILWAUKIE AVENUE PORTLAND OR 97202			
KING, CHRISTOPHER M. & KIRA S. 924 JASMINE STREET CELEBRATION FL 34747			
LAMBRIGHT, TIM 740 WEST ELM STREET #152 PHOENIX AZ 85013			
LAYTON, SAMUEL 1190 SAN JACINTO DRIVE SIERRA VISTA AZ 85635			
LOUISE DAS 4648 EAST WHITE ASTER STREET PHOENIX AZ 85044			
MANLEY, JOSHUA 1699 WEST SAN REMO STREET GILBERT AZ 85233			
MILLIRON, DAN 72 TOUCHSTONE LAKE OSWEGO OR 97035			
MOORE, VINTORY BLAKE 260 LONGVIEW DRIVE MORGAN HILL CA 95037			
MORROW, MARVIN 12614 NORTH 22ND PLACE PHOENIX AZ 85022			
NORDAHL, TIM 1232 WEST SALTSAGE DRIVE PHOENIX AZ 85045			
NORDAHL, TIM 448 EAST SOUTHERN AVE., SUITE 1 TEMPE AZ 85282			
NUTTALL, CHAD 1324 NORTH 69TH PLACE MESA AZ 85207			

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
PRATT, TIM 4108 TIMBERWOOD DRIVE WEST DES MOINES IA 50265			
REMINGTON, KEVIN 200 SUMMIT STREET LEXINGTON VA 24450			
SALK, STEVEN & WENDY 5709 EAST JUSTINE ROAD SCOTTSDALE AZ 85254			
SCHMIDT, CHARLES 3 HEATHER PLACE ST PAUL MN 55102			
SCHOBER HOLDINGS 1218 EAST NORTSHORE DRIVE TEMPE AZ 85283			
SCHOBER, DIANE AND WILLIAM C 42837 WEST MAGIC MOMENT DR MARICOPA AZ 85138			
SCHROEBER, ROBERT 1218 EAST NORTSHORE DRIVE TEMPE AZ 85283			
SLOAN, TOM 900 WEST PECAN COURT MIDLAND TX 79705			
SMITH, ANDREW W. IRA ROLLOVER 8129 EAST DEL BARQUERO DRIVE SCOTTSDALE AZ 85258			
STELTER, LARRY P 2835 SW 30TH DES MOINES IA 50321			
STOKES, BRETT & CAROLYN 3903 243RD PLACE SE N-203 BOTHELL WA 98021			
THOMPSON, WILLIAM 834 NORTH HALIFAX DAYTONA BEACH FL 32118			

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

**United States Bankruptcy Court
District of Arizona**

In re: **USTRIVE2, INC.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
URION, MELINDA S. URION LIVING TRUST 1030 NW JOHNSON STREET #609 PORTLAND OR 97209			
URION, STEPHEN J. URION LIVING TRUST 1030 NW JOHNSON STREET #609 PORTLAND OR 97209			
US2 INVESTORS, LLC MATT BUSICK, MANAGER 5930 GRAND AVE., SUITE 110 WEST DES MOINES IA 50266			
VOGENSEN, CRAIG JAMES 7900 E PRINCESS DRIVE #1216 SCOTTSDALE AZ 85262			
VRATSINAS CAPITAL RESOURCES LLC 5930 GRAND AVE., SUITE 100 WEST DES MOINES IA 50266			
WATSON, DAVID REVOLUTION TEA 5120 WEST BUCKEYE PHOENIX AZ 85043			
WILDCAT INVESTMENT GROUP LLC C/O SCOTT SALK 6222 WEST JULIE DRIVE GLENDALE AZ 85308			
YACH, ROBERT S. 3205 WOODBRIDGE STREET SHOREVIEW MN 55126			
ZIOMEK, JESSE 2032 E WILLOW WICK RD GILBERT AZ 85296			
ZIOMEK, THOMAS C/O JESSEE ZIOMEK 2032 E WILLOW WICK RD GILBERT AZ 85296			

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

I, **JEFFREY KUKOWSKI, 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: 10/15/2009

s/ JEFFREY KUKOWSKI
JEFFREY KUKOWSKI, CHIEF EXECUTIVE OFFICER
Debtor

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