

**United States Bankruptcy Court
Central District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
PASSIVE COMPONENTS, 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): **95-3930920**

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, State & Zip Code):
**450 Goddard
Irvine, CA**
ZIPCODE **92618**

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE

County of Residence or of the Principal Place of Business:
Orange

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
ZIPCODE

Mailing Address of Joint Debtor (if different from street address):
ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above):
450 Goddard, Irvine, CA ZIPCODE **92618**

Type of Debtor
(Form of Organization)
(Check one box.)

Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.

Corporation (includes LLC and LLP)

Partnership

Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
(Check one box.)

Health Care Business

Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)

Railroad

Stockbroker

Commodity Broker

Clearing Bank

Other

Tax-Exempt Entity
(Check box, if applicable.)

Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

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

Chapter 7

Chapter 9

Chapter 11

Chapter 12

Chapter 13

Chapter 15 Petition for Recognition of a Foreign Main Proceeding

Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts
(Check one box.)

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."

Debts are primarily business debts.

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 3A.

Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).

Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000.

Check all applicable boxes:

A plan is being filed with this petition

Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

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.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

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

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 \$5 million \$5,000,001 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

Estimated Liabilities

\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$5 million \$5,000,001 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

FILED

FEB 2 - 2009

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY: _____ Deputy Clerk

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ORIGINAL

Voluntary Petition

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

Name of Debtor(s):
PASSIVE COMPONENTS, INC.

Prior Bankruptcy Case 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:

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, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.

X _____
Signature of Attorney for Debtor(s) Date

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 a 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 or lessor that obtained judgment)

(Address of landlord or lessor)

- 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):
PASSIVE COMPONENTS, 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.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

**TIMOTHY P. PEABODY, ESQ. 134131
LAW OFFICE OF TIMOTHY P. PEABODY
620 Newport Center Drive, Suite 1100
Newport Beach, CA 92660
(949) 200-4610 Fax: (949) 200-4611
peabodylaw@aol.com**

January 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); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

Address

X _____
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

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

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

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

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

X _____
Signature of Authorized Individual

Kim Feng
Printed Name of Authorized Individual

President
Title of Authorized Individual

January 15, 2009

Date

CORPORATE OWNERSHIP STATEMENT
of
PASSIVE COMPONENTS, INC.
[F.R.B.P. 1007(a)(1)]

BE KNOWN THAT, on the 12th day of January, 2009, at a duly constituted meeting of the Company, the following resolutions were made and approved upon the motion made and seconded:

WHEREAS, all Members of the Company have determined that it would be in the best interest of the Company to file for protection under chapter 11 of the United States Bankruptcy Code, The Company makes the following statement pursuant to F.R.B.P. 7001(a)(1);

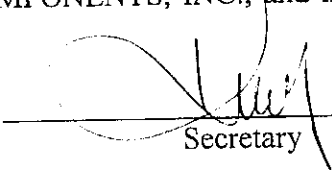
“There are no other corporations or legal entities that directly or indirectly own 10% or more of the equity interests of PASSIVE COMPONENTS, INC.”

RESOLVED, that the Company hereby approved the foregoing statement as part and parcel of the filing of a petition for protection under chapter 11 of the *United States Bankruptcy Code* forthwith.

CERTIFICATION BY SECRETARY

I am the secretary of PASSIVE COMPONENTS, INC. I hereby certify that the foregoing is a true and correct statement made pursuant to F.R.B.P. Rule 1007(a)(1), and is adopted by the shareholders of the Company on January 12, 2009, in accordance with the provisions of the Bi-Laws of the Company and the applicable *Code*.


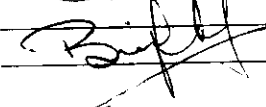
IN WITNESS WHEREOF, I have this 12th day of January, 2009, subscribed my name as Secretary of PASSIVE COMPONENTS, INC., and have caused the Company seal to be affixed hereto.



Secretary

Attest:

Shareholder(s)

 KIM FENG
 BING FENG

**RESOLUTION TO AUTHORIZING FILING
OF BANKRUPTCY PETITION
by
PASSIVE COMPONENTS, INC.**

BE KNOWN THAT, on the 12th day of January, 2009, at a duly constituted meeting of the Company, the following resolutions were made and approved upon the motion made and seconded:

WHEREAS, all shareholders of the Company have determined that it would be in the best interest of the Company to file for protection under chapter 11 of the United States Bankruptcy Code;

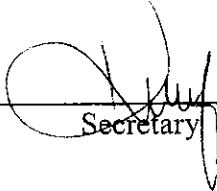
RESOLVED, that the Company hereby approved the filing of a petition for protection under chapter 11 of the United States Bankruptcy Code forthwith.

RESOLVED, that the Secretary of the Company is hereby directed to take all actions necessary to file for such protection under chapter 11 of the United States Bankruptcy Code;

CERTIFICATION BY SECRETARY

I am the secretary of PASSIVE COMPONENTS, INC. I hereby certify that the foregoing is a true and correct copy of the Resolution adopted by the shareholders of the Company on January 12, 2009, in accordance with the provisions of the Bi-Laws of the Company.

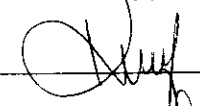
IN WITNESS WHEREOF, I have this 12th day of January, 2009, subscribed my name as Secretary of PASSIVE COMPONENTS, INC., and have caused the Company seal to be affixed hereto.

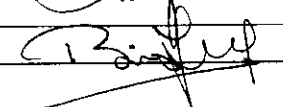


Secretary

Attest:

Shareholder(s)

 - KIM FENG

 BING FENG

**United States Bankruptcy Court
Central District of California**

IN RE:

Case No. _____

PASSIVE COMPONENTS, INC.

Chapter **11**

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) 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. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doc, guardian." Do not disclose the child's name. Sec. 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

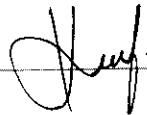
(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Sprague-Goodman 1700 Shames Drive Westbury, NY 11590	(516) 334-8700	Trade debt		69,215.00
Penton Media, Inc. 249 W. 17th Street New York, NY 10011	(212) 204-4200	Trade debt		15,180.00
Zigmond, Snow & Lang 16542 Ventur Blvd., #417 Encino, CA 91436	(818) 789-7850	Trade debt		6,625.00
MFB Leasing, LLC 281 W. 83rd Street, "D" Burr Ridge, IL 60527	(866) 781-0440	Trade debt		0.00

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

I, [the president or other officer or an authorized agent of the corporation][or a member or an authorized agent of the partnership] 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: **January 15, 2009**

Signature: _____



Kim Feng, President

(Print Name and Title)

United States Bankruptcy Court
Central District of California

IN RE:

Case No. _____

PASSIVE COMPONENTS, INC.

Chapter 11

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

Registered name and last known address of security holder	Shares (or Percentage)	Security Class (or kind of interest)
Bing Feng 450 Goddard Irvine, CA 92618	50	Common Stockholder
Kim Feng 450 Goddard Irvine, CA 92618	50	Common Stockholder

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

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 copartnership or joint venture of which 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 each such of 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. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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 each 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. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) 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 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 each 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. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

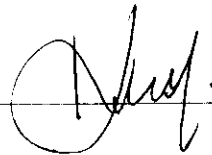
None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each 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. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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

Executed at Newport Beach, California



Debtor

Dated: January 15, 2009

Joint Debtor

United States Bankruptcy Court
Central District of California

IN RE:

Case No. _____

PASSIVE COMPONENTS, INC.

Chapter 11

Debtor(s)

VERIFICATION OF CREDITOR MAILING LIST

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 2 sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: January 15, 2009

Signature: _____

Kim Feng, President

Debtor

Date: January 15, 2009

Signature: _____

Bing Feng

Joint Debtor, if any

Date: January 15, 2009

Signature: _____

TIMOTHY P. PEABODY, ESQ. 134131

Attorney (if applicable)

PASSIVE COMPONENTS, INC.
450 Goddard
Irvine, Ca 92618

LAW OFFICE OF TIMOTHY P. PEABODY
620 Newport Center Drive Suite 1100
Newport Beach, Ca 92660

Office Of The U.S. Trustee
US Bankruptcy Court
411 W 4TH St Ste 2-074
Santa Ana CA 92701-4593

Clerk - United States District Court
Central Division - Santa Ana Courthouse
411 W 4th St Ste 1-053
Santa Ana CA 92701-4516

John Drake; Ruth N Drake
C/O Brian McGilvray Esq
16633 Ventura Blvd #800
Encino, CA 91436

MFB Leasing LLC
281 W 83rd Street "D"
Burr Ridge, IL 60527

Penton Media Inc
249 W 17th Street
New York, NY 10011

PRENOSVOST NORMANDIN BERGH et al
21222 N BROADWAY 200
SANTA ANA, CA 92706

SAIGON NATIONAL BANK
15606 C BROOKHURST STREET
WESTMINSTER, CA 92683

Sprague-Goodman
1700 Shames Drive
Westbury, NY 11590

Zigmond Snow & Lang
16542 Ventur Blvd #417
Encino, CA 91436