B1 (Official Form 1) (1/08)

United States Bankruptcy Court Central District of California	Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **Phoenix MC, 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): **Phoenix Motor Cars, Inc., Phoenix Motorcars, Phoenix Motor Cars**	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): **26-1212228**	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): **401 S. Doubleday Avenue** **Ontario, CA 91761** ZIP CODE **91761-0000**	Street Address of Joint Debtor (No. & Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: **San Bernardino**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): **Same as street address** ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above): **Same as street address**

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 (excluding debts owed to 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	☐ 5001-10,000	☐ 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 $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 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	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **Phoenix MC, Inc.**	
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:

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 11 U.S.C. § 342(b).

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 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): **Phoenix MC, 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 /s/ Scott H. Yun
Signature of Attorney for Debtor(s)

Scott H. Yun (SBN 185190)
Avi E. Muhtar (SBN 260728)
Printed Name of Attorney for Debtor(s)

Stutman, Treister & Glatt Professional Corporation
Firm Name

1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
syun@stutman.com
amuhtar@stutman.com
Address

Tel: (310) 228-5600 Fax:(310) 228-5788
Telephone Number

April 27, 2009
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

_____
Address

X _____

_____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Daniel J. Elliott
Printed Name of Authorized Individual

President & CEO
Title of Authorized Individual

April 27, 2009
Date

Unanimous Written Consent
Of The Board of Directors
Of Phoenix MC, Inc.

Pursuant to Sections 108 and 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the directors (the "Board") of Phoenix MC, Inc., a Delaware corporation (the "Company"), hereby consent to, approve, and adopt the following recitals and resolutions:

Filing for Bankruptcy Protection Under Chapter 7 or 11 of the US Bankruptcy Code

WHEREAS, the Company is burdened with certain judgment liabilities and indebtedness beyond its ability to repay;

WHEREAS, the Company is unable to raise additional capital from outside investors and/or from current shareholders and has undertaken a greater than 6 month endeavor to secure such additional investment funds without success;

WHEREAS, the Company has exerted good faith efforts to enter into a settlement of certain judgment liabilities and debt settlement with creditors, and has been unsuccessful in its efforts to achieve reasonable settlements.

NOW, THEREFORE, BE IT RESOLVED, that the seeking of bankruptcy protection is authorized and approved.

RESOLVED, FURTHER that each of the officers of the Company are authorized to retain bankruptcy counsel on behalf of the Company, and to follow the advice of its legal counsel to protect the assets of the company through the process of bankruptcy.

RESOLVED, FURTHER that each of the officers of the Company must firstly consult with Al Yousuf LLC on the outstanding indebtedness to Al Yousuf LLC prior to entering into any bankruptcy proceeding. This consultation is for the sole purpose of determining whether any cure exists to avoid bankruptcy if at all possible.

THIS CONSENT is given by unanimous vote of the Board without exception and without dissention.

This Consent may be executed in counterparts, each part of which shall be deemed an original, but all of which taken together shall constitute but one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date indicated below.

_____ Date: March 23, 2009
Daniel J Elliott, Director

_____ Date: _____
Eqbal Al Yousuf, Director

_____ Date: _____
Robert F. Hemphill, Jr., Director

This Consent may be executed in counterparts, each part of which shall be deemed an original, but all of which taken together shall constitute but one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date indicated below.

_____ Date:_____
Daniel J Elliott, Director

_____ Date:_____
Eqbal Al Yousuf, Director

R F Hemphill, Jr. Date: 30 MAR 09
Robert F. Hemphill, Jr., Director

This Consent may be executed in counterparts, each part of which shall be deemed an original, but all of which taken together shall constitute but one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date indicated below.

_____ Date:_____
Daniel J Elliott, Director

29th March 09

_____ Date:_____
Eqbal Al Yousuf, Director

_____ Date:_____
Robert F. Hemphill, Jr., Director

Attorney or Party Name, Address, Telephone & FAX Number, and California State Bar Number	FOR COURT USE ONLY
Scott H. Yun (SBN 185190) **Avi E. Muhtar (SBN 260728) members of** **Stutman, Treister & Glatt Professional Corporation** **1901 Avenue of the Stars, 12th Floor** **Los Angeles, CA 90067** **(310) 228-5600 Fax:(310) 228-5788** **syun@stutman.com** **amuhtar@stutman.com** *Attorneys for Debtor*	
UNITED STATES BANKRUPTCY COURT **CENTRAL DISTRICT OF CALIFORNIA**	
In re: **Phoenix MC, Inc.** Debtor(s), Plaintiff(s), Defendant(s).	CASE NO.: ADV. NO.: CHAPTER: **11**

Corporate Ownership Statement Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5

Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, **Daniel J. Elliott**, the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:

☒ I am the president or other officer or an authorized agent of the debtor corporation

☐ I am a party to an adversary proceeding

☐ I am a party to a contested matter

☐ I am the attorney for the debtor corporation

2.a. ☒ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

Al Yousuf LLC – 40.22%
All Electric LLC – 26.72%
Quercus Trust – 20.38%
AES Corporation – 12.67%

b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Signature of Attorney or Declarant

April 27, 2009
Date

Daniel J. Elliott
Printed Name of Attorney or Declarant

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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

Phoenix MC, Inc., Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is a 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 the filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101(30) 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.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	SUBJECT TO SETOFF*	AMOUNT OF CLAIM (If secured also state value of security)
UQM Technologies 7501 Miller Drive PO Box 439 Frederick, CO 80530	UQM Technologies 7501 Miller Drive PO Box 439 Frederick, CO 80530 Attn: William Rankin Ph: 303-278-2002 Fax: 303-278-7007	Judgment					$5,400,000.00

* 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.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	SUBJECT TO SETOFF*	AMOUNT OF CLAIM (If secured also state value of security)
Merriman Curhan Ford & Co. 600 California St., 9th Floor San Francisco, CA 94108	Merriman Curhan Ford & Co. 600 California St., 9th Floor San Francisco, CA 94108 Attn: D. Jonathan Merriman Ph: 415-248-5601 Fax: 415-248-5692	Financing Fee					$600,000.00
Boshart Engineering 1175 N Del Rio Pl Ontario, CA 91764	Boshart Engineering 1175 N Del Rio Pl Ontario, CA 91764 Attn: Ken Boshart Ph: 909-466-1602 Fax: 909-466-4123	Settlement					$500,000.00
BCII 3500 San Fernando Blvd. Burbank, CA 91505	BCII 3500 San Fernando Blvd. Burbank, CA 91505 Attn: Greg Glass Ph: 818-333-3711 Fax: 818-487-2713	Advertising					$375,000.00
Visionary Vehicles 172 Duane Street New York, NY 10013	Visionary Vehicles 172 Duane Street New York, NY 10013 Attn: Marianne McInerney Ph: 212-966-4880 Fax: 212-334-6579	Trade Debt					$353,404.74
O'Melveny & Myers LLP 400 S Hope St Los Angeles, CA 90071-2899	O'Melveny & Myers LLP 400 S Hope St Los Angeles, CA 90071-2899 Attn: John Laco Ph: 213-430-6544 Fax: 213-430-6407	Legal Fees					$207,937.22
Williams & Connolly LLP 725 12th St NW Washington, DC 20005-5901	Williams & Connolly LLP 725 12th St NW Washington, DC 20005-5901 Attn: Dane H. Butswinkas Ph: 202-434-5000 Fax: 202-434-5029	Legal Fees					$153,279.06

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	SUBJECT TO SETOFF*	AMOUNT OF CLAIM (If secured also state value of security)
Lee Anav Chung LLP Accounting Department 555 W. Fifth Street, 31st Floor Los Angeles, CA 90013	Lee Anav Chung LLP Accounting Department 555 W. Fifth Street, 31st Floor Los Angeles, CA 90013 Attn: Jay Chung Ph: 213-341-1602 Fax: 213-947-4201	Legal Fees					$110,142.20
Continental Automotive Electronics 249, Geumho-Ri Buyong-Myeon, Cheongwon-Gun 363-942 Republic of Korea	Continental Automotive Electronics 249, Geumho-Ri Buyong-Myeon, Cheongwon-Gun 363-942 Republic of Korea Attn: Gimyung Lee Ph: 82 43 270 6145 Fax: 82 43 277 6012	Trade Debt		X			$69,685.28
Kara L. Di Giorgio 8016 Kaeli Ct Stockton, CA 95212	Kara L. Di Giorgio 8016 Kaeli Ct Stockton, CA 95212 Ph: 209-477-9976	Customer Deposit					$47,500.00
Wheel Bearings, Inc. 356 Expressway Ct. Gaylord, MI 49735	Wheel Bearings, Inc. 356 Expressway Ct. Gaylord, MI 49735 Attn: Tom Fleetwood Ph: 989-705-1177 Fax: 989-705-1611	Trade Debt			X		$34,959.73
Summers Group, Inc. (dba Rexel) 1990 N. California Blvd. Suite 1055 Walnut Creek, CA 94596	Summers Group, Inc. (dba Rexel) 1990 N. California Blvd. Suite 1055 Walnut Creek, CA 94596 Attn: Joseph Lucas Ph: 925-952-4295 Fax: 925-952-4296	Mechanic's Lien		X			$28,847.07
Energy Control Systems Engineering, Inc. DBA Energy CS 135 East Maple Ave., #C Monrovia, CA 91016	Energy Control Systems Engineering, Inc. DBA Energy CS 135 East Maple Ave., #C Monrovia, CA 91016 Attn: Pete Nortman Ph: 626-404-7703 Fax: 626-303-7226	Trade Debt					$21,059.37

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	SUBJECT TO SETOFF*	AMOUNT OF CLAIM (If secured also state value of security)
Thad Balkman 3403 36th Avenue NE Norman, OK 73026	Thad Balkman 3403 36th Avenue NE Norman, OK 73026 Ph: 405-229-9822	Severance		X			$18,750.00
Robert C. Davis, Jr. 1380 Gridley Rd. Ojai, CA 93023	Robert C. Davis, Jr. 1380 Gridley Rd. Ojai, CA 93023 Ph: 805-646-2296	Oldco Board Fees					$12,500.00
Edward M. Jones 2275 W. 25th St., #237 San Pedro, CA 90732	Edward M. Jones 2275 W. 25th St., #237 San Pedro, CA 90732 Ph: 310-547-2430	Oldco Board Fees					$12,500.00
Dana M. Muscato 910 Mercer Ave. Ojai, CA 93023	Dana M. Muscato 910 Mercer Ave. Ojai, CA 93023 Ph: Unknown	Oldco Board Fees					$12,500.00
Daniel K. Riegert 763 Ashley Rd Santa Barbara, CA 93108	Daniel K. Riegert 763 Ashley Rd Santa Barbara, CA 93108 Ph: 805-252-0009	Oldco Board Fees					$12,500.00
Brian J. Greene 4851 Bethany Lane Santa Maria, CA 93455-4852	Brian J. Greene 4851 Bethany Lane Santa Maria, CA 93455-4852 Ph: 805-938-1231 Fax: 805-938-1231	Customer Deposit					$12,000.00
Raymond T. Szekunda 1590 N. Walnut St La Habra Heights, CA 90631	Raymond T. Szekunda 1590 N. Walnut St La Habra Heights, CA 90631 Ph: 562-690-9373 Fax: 562-690-9373	Customer Deposit					$11,875.00

DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A LIMITED LIABILITY CORPORATION

The undersigned, an officer of Phoenix MC, Inc., declares under penalty of perjury that he has read the foregoing List of Creditors Holding 20 Largest Unsecured Claims, and that it is true and correct to the best of his information and belief.

DATED: April 27, 2009

Daniel J. Elliott, President and CEO

Party Name, Address and Telephone Number *(CA State Bar No. If Applicable)*	FOR COURT USE ONLY
Scott H. Yun (SBN 185190) **Avi E. Muhtar (SBN 260728) members of** **Stutman, Treister & Glatt Professional Corporation** **1901 Avenue of the Stars, 12th Floor** **Los Angeles, CA 90067** **(310) 228-5600 Fax:(310) 228-5788** **syun@stutman.com** **amuhtar@stutman.com**	
UNITED STATES BANKRUPTCY COURT **CENTRAL DISTRICT OF CALIFORNIA**	
In re: **Phoenix MC, Inc.** Debtor.	CHAPTER 11 CASE NUMBER (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 S0100, S0200, or S0300*):
   401 S. Doubleday Ave, Ontario, CA 91761

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
   401 S. Doubleday Ave, Ontario, CA 91761

3. Disclose the current business address(es) for all corporate officers:
   401 S. Doubleday Ave, Ontario, CA 91761

4. Disclose the current business address(es) where the Debtor's books and records are located:
   401 S. Doubleday Ave, Ontario, CA 91761

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:
   See Attachment

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)*:
   Daniel J. Elliott, 401 S. Doubleday Ave, Ontario, CA 91761

8. Total number of attached pages of supporting documentation: 1

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In re **Phoenix MC, Inc.** Debtor.	CHAPTER 11 CASE NUMBER

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on April 27, 2009, at Ontario, California.

Daniel J. Elliott
Type Name of Officer

Signature of Declarant

President & CEO
Position or Title of Officer

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In re **Phoenix MC, Inc.** Debtor.	CHAPTER 11 CASE NUMBER

Attachment

401 S Doubleday Ave
Ontario CA 91761

301 S Doubleday Ave
Ontario CA 91761

135 E Maple Ave
Monrovia CA 91016

3019 Enterprise Dr
Anderson, IN 46013

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STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY 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 Ontario, California.

Dated April 27, 2009

Daniel J. Elliott, President & CEO
Debtor
Joint Debtor

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Best Case Bankruptcy

MASTER MAILING LIST
Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Scott H. Yun (SBN 185190)
Avi E. Muhtar (SBN 260728) members of
Stutman, Treister & Glatt Professional Corporation
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
(310) 228-5600 Fax:(310) 228-5788
syun@stutman.com
amuhtar@stutman.com

☒ Attorney for Debtor and Debtor In Possession
☐ Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
List all names including trade names used by Debtor(s) within last 8 years: **Phoenix MC, Inc.** **Phoenix Motor Cars, Inc.,** **Phoenix Motorcars,** **Phoenix Motor Cars**	Case No.: Chapter: **11**

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 **15** sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: **April 27, 2009**

Daniel J. Elliott/President & CEO
Signer/Title

Date: **April 27, 2009**

/s/ Scott H. Yun
Signature of Attorney
Scott H. Yun (SBN 185190)
Avi E. Muhtar (SBN 260728) members of
Stutman, Treister & Glatt Professional Corporation
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

Software Copyright (c) 1996-2001 Best Case Solutions, Inc. - Evanston, IL - (800) 492-8037

Phoenix MC Inc
401 S Doubleday Avenue
Ontario, CA 91761

Scott H Yun
Stutman Treister and Glatt
1901 Avenue of the Stars 12th Floor
Los Angeles, CA 90067

United States Trustee
3685 Main Street Suite 300
Riverside, CA 92501

24 Tech Corporation
Attn NMonte Winegar
8439 White Oak Ave No 108
Rancho Cucamonga, CA 91730

Able Industrial Products Inc
Attn Raul Nevarez
2006 South Baker Ave
Ontario, CA 91761

ADT Security Services
PO Box 371956
Pittsburgh, PA 15250-7956

ADP
7000 Villiage Drive
Buna Park, CA 90621

Aerotek Automotive
Attn Trina Paparella
3689 Collection Ctr Dr
Chicago, IL 60693

Al Yousuf Group LLC
PO Box 25
Dubai, UAE

Al Yousuf Group LLC
Mezzanine Floor
Yamaha Showroom Sheikh Zayed Road
Dubai UAE

Alex Lee
1132 7th St No 1
Santa Monica, CA 90403

Aqua Tech Aquarium Service LP
PO BOX 3373
San Dimas, CA 91773

Arrowhead
PO Box 856158
Louisville, KY 40285-6158

Arturo Martinez
17359 Hibiscus St
Fontana, CA 92335

BC Tools and Carbide Inc
Attn Tony Little
1232 Monte Vista Ave Suite 6
Upland, CA 91786-8213

BCII
Attn Greg Glass
3500 San Fernando Blvd
Burbank, CA 91505

Bill Dale
Attn Carl Johnson
13453 Beach Ave
Marina Del Rey, CA 90292

Boshart Engineering
Attn Kim Boshart
1175 N Del Rio Pl
Ontario, CA 91764

Brian J Greene
4851 Bethany Lane
Santa Maria, CA 93455-4852

Brook Furniture Rental
4078 Payspher Circle
Chicago, IL 60674

Bryon Bliss
7725 Hess No 3
Rancho Cucamonga, CA 91739

Caliber Property Management
8350 Archibald Ave Suite 140
Rancho Cucamonga, CA 91730

California Board of Equalization
Sales and Use Tax
Sacramento, CA 94279-8063

CarQuest
Airport Dr No 7717
4265 E Airport Dr
Ontario, CA 91761

Christopher Van Son
PO Box 1127
Oak View, CA 93022

Cintas Corporation
2150 S Proforma Ave
Ontario, CA 91761-8518

CIT Financial Services
10201 Centurion Parkway North
No 100
Jacksonville, FL 32256

City of Ontario
Revenue Department
303 East B Street
Ontario, CA 91761-1076

Comerica Bank
611 Anton Blvd No 400
MC 4457
Costa Mesa, CA 92626-1904

Continental Automotive Electronics
Attn Gimyung Lee
249 Geumho Ri
Buyong-Myeon Cheongwon-Gun
Chungcheongbuk Do 363-942
Republic of Korea

Cucamonga Valley Water District
PO Box 51788
Los Angeles, CA 90051-6088

Dale and Lynn Blair
291 South Mountain Road
Fruit Heights, UT 84037

Dale Christensen
PO Box 2457
Seal Beach, CA 90740

Dana M Muscato
910 Mercer Ave
Ojai, CA 33023

Daniel Elliott
6984 Golden Rain Way
Rancho Cucamonga, CA 91739

Daniel K Riegert
763 Ashley Rd
Santa Barbara, CA 93108

David Coumbe
445 Birmingham Road
Bordesley Redditch
Worcestershire, B976RI United Kingdom

David Edgar
2772 Bostonian
Los Alamitos, CA 90720

David Weinberger
32036 Mill Stream Rd
Trabuco Canyon, CA 92679

Dennis Hogan
553 N Homerest Ave
West Covina, CA 91791

Dick Larsen
Treasurer Tax Collector
172 W Third St 1st Fl
San Bernardino, CA 92415-0360

DMM MGMT and INSURANCE SVCS INC
407 Foothill Road
Ojai, CA 93023

DMV
PO Box 942894
Sacramento, CA 94294-0894

Donald J Crevier
1500 Auto Mall Drive
Santa Ana, CA 92705

Donovan Black
1451 San Bernardino No 30E
Upland, CA 91786

Edgar and Roseanne Fontanilla
PO Box 1802
Kahului, HI 96733

EDTA
Attn Lynnecia Johnson
1101 Vermont Ave No 401
Washington, DC 20005

Edward M Jones
2275 W 25th St No 237
San Pedro, CA 90732

Electricab Taxi Co
Attn Robert P Kittell
PO Box 1197
Sacramento, CA 95812

Electrovaya Corporation
2645 Royal Windsor Dr
Mississauga, ON L5J 1K9

Elite Logistics World Wide
LA Terminal
6600 NE 78th Court
Portland, OR 97218

Employment Development Department
Bankruptcy Group MIC 92E
PO Box 826880
Sacramento, CA 94280-0001

Energy Control Systems Engineering Inc
Attn Pete Nortman
DBA Energy CS
135 East Maple Ave C
Monrovia, CA 91016

Erin Schmidt
3626 Keystone No 7
Los Angeles, CA 90034

Federal Express
PO Box 7221
Pasadena, CA 91109-7321

Fibernetics-MP
19940 Hansen Ave
Nuevo, CA 92567

Fineline
580 E Arrow Highway No A
San Dimas, CA 91773

Floyd Associates
9595 Wilshire Boulevard
No 700
Beverly Hills, CA 90212

Frank Reinhard
3046 Prospect Ave
La Crescenta, CA 91214

Gary Keith Denton
3232 Terzilla Place
Los Angeles, CA 90065

Gas Company
PO Box C
Monterey Park, CA 91756

Global Link China
c/o Benny King
16 Elipse Ct
Alameda, CA 94501

Grace Sperling
3045 Puelei Circle No 113
Honolulu, HI 96815

Grainger
Dept 872687777
Palatine, IL 60038-0001

HR Alternatives, Inc
4910 Campus Drive
Newport Beach, CA 92660-2119

IncorTech
10721 Business Dr
Fontana, CA 92337

Industrial Electric Wire and Cable Inc
PO Box 510908
5001 S Towne Dr
New Berlin, WI 53151-0908

Industrial Metal Supply Company
Attn Cindy
301 Main St
Riverside, CA 92501

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

James Troutman
931 Gehrig Ave
Placentia, CA 92870

Jan Kaaikala
709 Hopena Place
Kahului, HI 96732

Janet Kraus and Cary Leskanic
1230 Santiago Drive
Newport Beach, CA 92660

Jerry and Ann Small
19881 Potomac Lane
Huntington Beach, CA 92646

Jimmy Chaffin
1510 Arabian Drive
Henderson, NV 89015

John and Michele Martin
P O Box 2095
Avalon, CA 90704

Joor Brothers
Attn Stephanie
260 North Smith St
Corona, CA 92882

Jrs Tools and Contractor
6925 Paramount Blvd
Long Beach, CA 90805

Julia Winter
2800 E Riverside Dr No 228
Ontario, CA 91761

Kara L Di Giorgio
8016 Kaeli Ct
Stockton, CA 95212

Kenneth and Robin Schmidt
PO Box 1 133 Easy Street
Onalaska, WA 98570

Kent Redwine
1370 Filbert St No 3
San Francisco, CA 94109

Kurt Dillard
506 N Orleans
Henderson, NV 89015

Lee Anav Chung LLP
Attn Jay Chung Acctg Dept
555 W Fifth St 31st Fl
Los Angeles, CA 90013

Malek Ayoub
240 Freedom Ave
Upland, CA 91786

Mark Sperling
3045 Puelei Circle No 113
Honolulu, HI 96815

Mark T Rothhaar
720 E Midway Street
Escondido, CA 92025

Marty Wynn
2580 KeKaa Dr No 127
Lahaina, HI 96761

Matthew and Helen Sperling
1861 Grand View Drive
Oakland, CA 94618

McMaster-Carr
PO Box 7690
Chicago, IL 60680-7690

MEF Realty LLC/Airport
Dept 9991
Los Angeles, CA 90084-9991

Merrill Communications LLC
Attn Mary Huerta
CM 9638
St Paul, MN 55170

Merriman Curhan Ford and Co
Attn D Jonathan Merriman
600 California St, 9th Floor
San Francisco, CA 94108

MessageLabs
512 7th Ave 6th Floor
New York, NY 10018

Michael D Howard
11 Ocean Ridge
Laguna Niguel, CA 92677

Moorfield Systems
8440 Maple Pl
Rancho Cucamonga, CA 91730

Mouser Electronics
PO BOX 99319
FORT WORTH, TX 76199-0319

Muller Company
AttnIrene Adelhelm
2900 Adams No B-30-6
Riverside, CA 92504

National Registered Agents, Inc
PO Box 927
West Windsor, NJ 08550-0927

Office Depot
PO Box 70025
Los Angeles, CA 90074-0025

O'Melveny and Myers LLP
Attn John Laco
400 S Hope St
Los Angeles, CA 90071-2899

Park Centre
Attn Shanele
850 N Center Ave
Ontario, CA 91764

Performance Composites
1418 S Alameda St
Compton, CA 90221

Ramon and Julie Orta
12792 Safford East
Garden Grove, CA 92840

Raymond T Szekunda
1590 N Walnut St
La Habra Heights, CA 90631

Robert Brubaker
2275 W 25th Street No 105
San Pedro, CA 90732

Robert C Davis Jr
1380 Gridley Rd
Ojai, CA 93023

Robert P Kittell
PO Box 1197
Sacramento, CA 95812

Rosie Dela Cruz
179 Mokuahi Street
Makawao, HI 96768

Safeway Building Services Inc
Attn Terrica
1474 N Miller Dr
Colton, CA 92324

San Bernardino County Clerk
Larry Walker Auditor Controller
222 W Hospitality Lane 1st Floor
San Bernardino, CA 92415-0022

Securities Exchange Commission
5670 Wilshire Blvd 11th Floor
Los Angeles, CA 90036

Singer Lewak LLP
2050 Main St
7th Floor
Irvine, CA 92614

Southern California Edison
PO Box 600
Rosemead, CA 91771-0001

Southern Funding Inc
Attn George Leeper
419 30th Street
Newport Beach, CA 92663

Staples Inc
Dept LA 1368
PO Box 83689
Chicago, IL 60696-3689

StarPoint USA
Agnes Cha
1055 W Victoria St
Compton, CA 90220

State of California Franchise Tax Board
Attention Bankruptcy
PO Box 2952
Sacramento, CA 95812-2952

State of Michigan
Department of Labor and Economic Growth
Bureau of Commerical Services Corp
Lansing, MI 48909

Steven K Northrup
5650 Big Sky Drive
Las Cruces, NM 88012

Summers Group, Inc dba Rexel
Attn Joseph Lucas
Suite 1055
1990 N California Boulevard
Walnut Creek, CA 94596

Tekpo Group
Attn Jack Lisinski
7940 Cherry Ave Suite 202
Fontana, CA 92336

TelePacific
Attn Jennifer
PO Box 526015
Sacramento, CA 95852-6015

Terrence M Green
9076 Heron Avenue
Fountain Valley, CA 92708

Thad Balkman
3403 36th Ave NE
Norman, OK 73026

The Quercus Trust
David Gelbaum Trustee
A109-PMB 467
1835 Newport Blvd
Costa Mesa, CA 92627

Thomas H Wright Jr
5929 Picnic Woods Rd
Jefferson, MD 21755-9122

Thomas Martell
60 Southside Dr
Owego, NY 13827

Three Squares Inc
1507 7th St No 105
Santa Monica, CA 90401

Unisource Apparel Inc
Attn Veneth Anderson
3100 E Cedar St Unit 12
Ontario, CA 91761

UPS
PO Box 894820
Los Angeles, CA 90189-4820

UQM Technologies
Attn William Rankin
7501 Miller Drive
PO Box 439
Frederick, CO 80530

Verizon Wireless
PO Box 9622
Mission Hills, CA 91346-9622

Visionary Vehicles
Attn Marianne McInerney
172 Duane Street
New York, NY 10013

VSComposites
Attn Michael Van Steenburg
17170 Jordan Rd, Suite 106
Selma, TX 78154

Wayne Ulrich
21517 Olmstead
Dearborn, MI 48124

Wells Fargo Bank
21680 Gateway Center Drive, Suite 200
Diamond Bar, CA 91765

Wheel Bearings, Inc
Attn Tom Fleetwood
356 Expressway Ct
Gaylord, MI 49735

Wilkin Guge Marketing
3237 E Guasti Rd No 220
Ontario, CA 91761

Williams and Connolly LLP
Attn Dane H Butswinkas
725 12th St, NW
Washington, DC 20005-5901

Yasaman Fallah
621 E Pine St
Upland, CA 91786

Yooncho Park
11033 Meyers Dr
Rancho Cucamonga, CA 91730