

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Southern Automotive Marketing, 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)
33-0190545

Street Address of Debtor (No. & Street, City, and State): 645 Auto Center Drive San Bernardino, California
Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 92408 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):
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

Form section containing: Type of Debtor (Form of Organization), Nature of Business, Chapter of Bankruptcy Code Under Which the Petition is Filed, Nature of Debts, Chapter 11 Debtors, and Filing Fee (Check one box).

Form section containing: Statistical/Administrative Information, Estimated Number of Creditors, Estimated Assets, and Estimated Liabilities.

THIS SPACE FOR COURT USE ONLY

Voluntary Petition

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

Name of Debtor(s):

FORM B1, Page 2

Southern Automotive Marketing, Inc.

Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed:	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:	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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
 Signature of Attorney for Debtor(s) Date
 Michael S. Kogan

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(1)).

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Southern Automotive Marketing, Inc. FORM B1, Page 3
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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 an attorney represents this 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
Southern Automotive Marketing, Inc.

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 main proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 16 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1615 are attached.

Pursuant to 11 U.S.C. § 1611, 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

X _____
Signature of Attorney

Signature of Attorney for Debtor(s)
Michael S. Kogan
Printed Name of Attorney for Debtor(s)

Ervin Cohen & Jessup, LLP
Firm Name
9401 Wilshire Blvd., 9th Floor
Address
Beverly Hills, California 90212

310.273.6333
Telephone Number

Date

128500
Bar Number

*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(f), 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

Date

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
Michael Graeber
Printed Name of Authorized Individual
President
Title of Authorized Individual

Date

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.

**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, his or her current or former domestic partner, 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 _____, California.



Debtor
Southern Automotive Marketing, Inc.

Dated _____

Joint Debtor

Name: Michael S. Kogan

Address: Ervin Cohen & Jessup, LLP, 9401 Wilshire Blvd., 9th Floor, Beverly Hills, California 90212

Telephone: 310.273.6333 Fax: 310.859.2325

- Attorney for Debtor
- 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:
SOUTHERN AUTOMOTIVE MARKETING, INC.
dba SAN BERNARDINO MITSUBISHI MAZDA

Case No.:

**NOTICE OF AVAILABLE
CHAPTERS**

(Notice to Individual Consumer Debtor Under § 342(b) of the Bankruptcy Code)

In accordance with § 342(b) of the Bankruptcy Code, this notice to individuals with primarily consumer debts: (1) Describes briefly the services available from credit counseling services; (2) Describes briefly the purposes, benefits and costs of the four types of bankruptcy proceedings you may commence; and (3) Informs you about bankruptcy crimes and notifies you that the Attorney General may examine all information you supply in connection with a bankruptcy case.

You are cautioned that bankruptcy law is complicated and not easily described. Thus, you may wish to seek the advice of an attorney to learn of your rights and responsibilities should you decide to file a petition. Court employees cannot give you legal advice.

Notices from the bankruptcy court are sent to the mailing address you list on your bankruptcy petition. In order to ensure that you receive information about events concerning your case, Bankruptcy Rule 4002 requires that you notify the court of any changes in your address. If you are filing a **joint case** (a single bankruptcy case for two individuals married to each other), and each spouse lists the same mailing address on the bankruptcy petition, you and your spouse will generally receive a single copy of each notice mailed from the bankruptcy court in a jointly-addressed envelope, unless you file a statement with the court requesting that each spouse receive a separate copy of all notices.

1. Services Available from Credit Counseling Agencies

With limited exceptions, § 109(h) of the Bankruptcy Code requires that all individual debtors who file for bankruptcy relief on or after October 17, 2005, receive a briefing that outlines the available opportunities for credit counseling and provides assistance in performing a budget analysis. The briefing must be given within 180 days **before** the bankruptcy filing. The briefing may be provided individually or in a group (including briefings conducted by telephone or on the Internet) and must be provided by a nonprofit budget and credit counseling agency approved by the United States trustee or bankruptcy administrator. The clerk of the bankruptcy court has a list that you may consult of the approved budget and credit counseling agencies. Each debtor in a joint case must complete the briefing.

In addition, after filing a bankruptcy case, an individual debtor generally must complete a financial management instructional course before he or she can receive a discharge. The clerk also has a list of approved financial management instructional courses. Each debtor in a joint case must complete the course.

2. The Four Chapters of the Bankruptcy Code Available to Individual Consumer Debtors

Chapter 7: Liquidation (\$245 filing fee, \$39 administrative fee, \$15 trustee surcharge: Total fee \$299)

1. Chapter 7 is designed for debtors in financial difficulty who do not have the ability to pay their existing debts. Debtors whose debts are primarily consumer debts are subject to a "means test" designed to determine whether the case should be permitted to proceed under chapter 7. If your income is greater than the median income for your state of residence and family size, in some cases, creditors have the right to file a motion requesting that the court dismiss your case under § 707(b) of the Code. It is up to the court to decide whether the case should be dismissed.
2. Under chapter 7, you may claim certain of your property as exempt under governing law. A trustee may have the right to take possession of and sell the remaining property that is not exempt and use the sale proceeds to pay your creditors.
3. The purpose of filing a chapter 7 case is to obtain a discharge of your existing debts. If, however, you are found to have committed certain kinds of improper conduct described in the Bankruptcy Code, the court may deny your discharge and, if it does, the purpose for which you filed the bankruptcy petition will be defeated.
4. Even if you receive a general discharge, some particular debts are not discharged under the law. Therefore, you may still be responsible for most taxes and student loans; debts incurred to pay nondischargeable taxes; domestic support and property settlement obligations; most fines, penalties, forfeitures, and criminal restitution obligations; certain debts which are not properly listed in your bankruptcy papers; and debts for death or personal injury caused by operating a motor vehicle, vessel, or aircraft while intoxicated from alcohol or drugs. Also, if a creditor can prove that a debt arose from fraud, breach of fiduciary duty, or theft, or from a willful and malicious injury, the bankruptcy court may determine that the debt is not discharged.

Chapter 13: Repayment of All or Part of the Debts of an Individual with Regular Income (\$235 filing fee, \$39 administrative fee: Total fee \$274)

1. Chapter 13 is designed for individuals with regular income who would like to pay all or part of their debts in installments over a period of time. You are only eligible for chapter 13 if your debts do not exceed certain dollar amounts set forth in the Bankruptcy Code.
2. Under chapter 13, you must file with the court a plan to repay your creditors all or part of the money that you owe them, using your future earnings. The period allowed by the court to repay your debts may be three years or five years, depending upon your income and other factors. The court must approve your plan before it can take effect.
3. After completing the payments under your plan, your debts are generally discharged except for domestic support obligations; most student loans; certain taxes; most criminal fines and restitution obligations; certain debts which are not properly listed in your bankruptcy papers; certain debts for acts that caused death or personal injury; and certain long term secured obligations.

Chapter 11: Reorganization (\$1000 filing fee, \$39 administrative fee: Total fee \$1039)

Chapter 11 is designed for the reorganization of a business but is also available to consumer debtors. Its provisions are quite complicated, and any decision by an individual to file a chapter 11 petition should be reviewed with an attorney.

Chapter 12: Family Farmer or Fisherman (\$200 filing fee, \$39 administrative fee: Total fee \$239)

Chapter 12 is designed to permit family farmers and fishermen to repay their debts over a period of time from future earnings and is similar to chapter 13. The eligibility requirements are restrictive, limiting its use to those whose income arises primarily from a family-owned farm or commercial fishing operation.

3. Bankruptcy Crimes and Availability of Bankruptcy Papers to Law Enforcement Officials

A person who knowingly and fraudulently conceals assets or makes a false oath or statement under penalty of perjury, either orally or in writing, in connection with a bankruptcy case is subject to a fine, imprisonment, or both. All information supplied by a debtor in connection with a bankruptcy case is subject to examination by the Attorney General acting through the Office of the United States Trustee, the Office of the United States Attorney, and other components and employees of the Department of Justice.

WARNING: Section 521(a)(1) of the Bankruptcy Code requires that you promptly file detailed information regarding your creditors, assets, liabilities, income, expenses and general financial condition. Your bankruptcy case may be dismissed if this information is not filed with the court within the time deadlines set by the Bankruptcy Code, the Bankruptcy Rules, and the local rules of the court.

B 201 - Notice of Available Chapters (Rev. 12/08)

USBC, Central District of California

Certificate of [Non-Attorney] Bankruptcy Petition Preparer

I, the [non-attorney] bankruptcy petition preparer signing the debtor's petition, hereby certify that I delivered to the debtor this notice required by § 342(b) of the Bankruptcy Code.

Printed name and title, if any, of Bankruptcy Petition Preparer
Address:

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.)

X
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Certificate of the Debtor

I (We), the debtor(s), affirm that I (we) have received and read this notice.



Printed Name(s) of Debtor(s)

Signature of Debtor Date

Case No. (if known)

X
Signature of Joint Debtor (if any) Date

Party Name, Address, and Telephone Number (CA State Bar No. If Applicable) Michael S. Kogan Ervin Cohen & Jessup, LLP 9401 Wilshire Blvd., 9th Floor Beverly Hills, California 90212 310.273.6333	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: SOUTHERN AUTOMOTIVE MARKETING, INC. Debtor.	CHAPTER 11 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): 645 Auto Center Drive, San Bernardino, California 92408

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
645 Auto Center Drive, San Bernardino, California 92408

3. Disclose the current business address(es) for all corporate officers:
645 Auto Center Drive, San Bernardino, California 92408

4. Disclose the current business address(es) where the Debtor's books and records are located:
645 Auto Center Drive, San Bernardino, California 92408

Venue Disclosure Form for Corporations Filing Chapter 11 - Page Two (2)

VEN-C

In re SOUTHERN AUTOMOTIVE MARKETING, INC. Debtor.	CHAPTER 11 11 CASE NUMBER
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5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:
645 Auto Center Drive, San Bernardino, California 92408

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):
none

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify): Michael Graeber, President - 645 Auto Center Drive, San Bernardino, California 92408

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

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 the _____ day of May, 2009, at San Bernardino, California.

Michael Graeber
Type Name of Officer


Signature of Declarant

President
Position or Title of Officer

(CLERK'S STAMP)

Name Michael S. Kogan
Ervin Cohen & Jessup, LLP
Address 9401 Wilshire Blvd., 9th Floor
Beverly Hills, California 90212

Telephone 310.273.6333
Attorney for Debtor(s)

UNITED STATES BANKRUPTCY COURT FOR THE
CENTRAL DISTRICT OF CALIFORNIA

In re SOUTHERN AUTOMOTIVE MARKETING, INC.

Case No. _____
LIST OF EQUITY SECURITY HOLDERS

Debtor(s)

(Set forth here all names, including trade names used by debtor(s) within last 6 years.)

Social Security No. _____

Social Security No. _____

Debtor's Employer's Tax Identification No. 33-0190545

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Michael Graeber			100%

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Michael S. Kogan Ervin Cohen & Jessup, LLP 9401 Wilshire Blvd., 9th Floor Beverly Hills, California 90212 310.273.6333 310.859.2325 128500 <input type="checkbox"/> Attorney for:	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: SOUTHERN AUTOMOTIVE MARKETING, INC. <div style="text-align: right;"> <input type="checkbox"/> Debtor(s), <input type="checkbox"/> Plaintiff(s), <input type="checkbox"/> Defendant(s). </div>	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, Michael Graeber, 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:
[For additional names, attach an addendum to this form.]
- 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

Date

Michael Graeber

Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

CORPORATE RESOLUTION

In accordance with the authority vested in the Board of Directors, the Directors have approved, and do hereby approve, the following resolutions:

RESOLVED, that Southern Automotive Marketing, Inc. dba San Bernardino Mitsubishi Mazda (the "Corporation") file a Petition for a reorganization pursuant to Chapter 11 of the Bankruptcy Code, and it is further

RESOLVED, that any officer of the Corporation including but not limited to Michael Graeber, President, are authorized by their sole signature to sign all documents necessary and requisite in connection with the said Petition pursuant to Chapter 11 of the Bankruptcy Code, and is directed to perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such Chapter 11 case, and it is further

RESOLVED, that this Corporation retain Ervin, Cohen & Jessup LLP as counsel to represent the Corporation in connection with the proceedings, and to pay its retainer.

DATED: May __, 2009

SOUTHERN AUTOMOTIVE MARKETING, INC.

By: 

Michael Graeber

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
RIVERSIDE DIVISION**

In re:

SOUTHERN AUTOMOTIVE
MARKETING, INC.,

Debtor.

(Chapter 11)

Case No. ____ - _____

**LIST OF CREDITORS HOLDING
THE TWENTY LARGEST UNSECURED CLAIMS**

In re SOUTHERN AUTOMOTIVE MARKETING, INC.

Following is a list of the Debtors' creditors holding the 20 largest unsecured claims. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this Chapter 11 case. The list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101, (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.

#	<u>Name of Creditor and Address</u>	<u>Contact and Telephone Number</u>	<u>Nature Of Claim</u>	<u>Contingent Unliquidated, disputed or subject to set-off</u>	<u>Appropriate Amount of Claim</u>
1.	MMCA 6400 Katella Ave. Cypress, CA 90630	MMCA 6400 Katella Ave. Cypress, CA 90630 (714) 799-4780	Loan		\$270,416.70
2.	Bank of America N.A. P O Box 30750 Los Angeles, CA 90030-0750	Bank of America POB 30750 Los Angeles, CA 90030-0750 800-627-8499	Loan		\$86,587.17
3.	Citizens Business Bank P O Box 4118 Ontario, CA 91761	Citizens Business Bank P O Box 4118 Ontario, CA 91761 888-222-5432	Loan		\$32,078.76

<u>#</u>	<u>Name of Creditor and Address</u>	<u>Contact and Telephone Number</u>	<u>Nature Of Claim</u>	<u>Contingent Unliquidated, disputed or subject to set-off</u>	<u>Appropriate Amount of Claim</u>
4.	San Bernardino County Sun P O Box 6145 Covina, CA 91722	San Bernardino County Sun P O Box 6145 Covina, CA 91722 909-889-9666	Trade Creditor		\$20,337.00
5.	Zurich North America 8712 Innovation Way Chicago, IL 60682-0087	Zurich North America 8712 Innovation Way Chicago, IL 60682-0087 800-332-6641	Trade Creditor		\$10,940.30
6.	Sopus Products P O Box 7247-6236 Philadelphia, PA 19170	Sopus Products P O Box 7247-6236 Philadelphia, PA 19170 800-332-6457	Trade Creditor		\$9,805.72
7.	KOLA 1940 Orange Tree Lane Redlands, CA 92374	KOLA 1940 Orange Tree Lane Redlands, CA 92374 (909) 793-3554	Trade Creditor		\$7,016.75
8.	ADP Leasing P O Box 34656 Newark, NJ 07189	ADP Leasing P O Box 34656 Newark, NJ 07189 800-532-4545	Trade Creditor		\$6,892.73
9.	ADP Dealer Services P O Box 88921 Chicago, IL 60695	ADP Dealer Services P O Box 88921 Chicago, IL 60695 866-510-5103	Trade Creditor		\$6,791.60
10.	KFRG P O Box 100180 Pasadena, CA 91189	KFRG P O Box 100180 Pasadena, CA 91189 (909) 825-9525	Trade Creditor		\$6,481.25
11.	Michael L. Cox Cox & Assoc. 5541 Arrow Hwy. Ste. A Montclair, CA 91763	Michael L. Cox Cox & Assoc. 5541 Arrow Hwy. Ste. A Montclair, CA 91763 909-946-7207	Trade Creditor		\$6,000.00
12.	Westates Automotive Promotions 6800 Orangethorpe Ave. Ste. H Buena Park, CA 90620	Westates Automotive Promotions 6800 Orangethorpe Ave. Ste. H Buena Park, CA 90620 (714) 523-7600	Trade Creditor		\$9,091.47
13.	Telepacific Communications P O Box 526015 Sacramento, CA 95852	Telepacific Communications P O Box 526015 Sacramento, CA 95852 877-487-8722	Trade Creditor		\$4,883.53
14.	Autotrader.com P O Box 932207 Atlanta, GA 31193	Autotrader.com P O Box 932207 Atlanta, GA 31193 (800) 353-9350	Trade Creditor		\$4,120.00

<u>#</u>	<u>Name of Creditor and Address</u>	<u>Contact and Telephone Number</u>	<u>Nature Of Claim</u>	<u>Contingent Unliquidated, disputed or subject to set-off</u>	<u>Appropriate Amount of Claim</u>
15.	FM, KCAL 1940 Orange Tree Lane #200 Redlands, CA 92374	FM, KCAL 1940 Orange Tree Lane #200 Redlands, CA 92374 (909) 793-3554	Trade Creditor		\$3,910.00
16.	On-Line Administrators, Inc. POB 4539 Chatsworth, CA 91311	On-Line Administrators, Inc. POB 4539 Chatsworth, CA 91311 (818) 773-8000	Trade Creditor		\$3,842.10
17.	KCXX 103.9 242 E. Airport Dr. #106 San Bernardino, CA 92408	KCXX 103.9 242 E. Airport Dr. #106 San Bernardino, CA 92408 (909) 890-5904	Trade Creditor		\$3,332.00
18.	Magic Broadcasting – KD 5055 Wilshire Blvd. #720 Los Angeles, CA 90048	Magic Broadcasting – KD 5055 Wilshire Blvd., #720 Los Angeles, CA 90048	Trade Creditor		\$3,234.25
19.	Jazel 1 Spectrum Point #330 Lake Forest, CA 92630	Jazel 1 Spectrum Point #330 Lake Forest, CA 92630 (949) 224-5690	Trade Creditor		\$2,976.00
20.	Center Chevrolet, Inc. 1355 S E St San Bernardino, CA 92408	Center Chevrolet, Inc. 1355 S E St San Bernardino, CA 92408 (909) 889-8561	Loan		\$106,250.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF CORPORATION**

I, the undersigned named as the Debtor in this case, declare under penalty of perjury that I have reviewed the list of Creditors Holding the 20 Largest Unsecured Claims, consisting of __ sheets, and that it is true and correct to the best of my knowledga, information and belief.

Dated: May __, 2009



Michael Graeber, President

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re SOUTHERN AUTOMOTIVE MARKETING, INC.

Case No.:

**DISCLOSURE OF COMPENSATION
OF ATTORNEY FOR DEBTOR**

Debtor.

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follow:

For legal services, I have agreed to accept	\$	<u>65,000</u>
Prior to the filing of this statement I have received	\$	<u>65,000</u>
Balance Due	\$	<u> </u>

2. The source of the compensation paid to me was:

Debtor Other (specify) debtor; principal of debtor

3. The source of compensation to be paid to me is:

Debtor Other (specify) debtor; principal of debtor

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

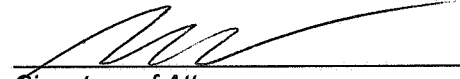
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed].

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Date



Signature of Attorney
Michael S. Kogan

Ervin Cohen & Jessup, LLP
Name of Law Firm

Verification of Creditor Mailing List - (Rev. 10/05)

2003 USBC, Central District of California

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

Michael S. Kogan

Name Ervin Cohen & Jessup, LLP

9401 Wilshire Blvd., 9th Floor

Address Beverly Hills, California 90212

Telephone 310.273.6333

Attorney for Debtor(s)

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):

Southern Automotive Marketing, Inc

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 _____ 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: _____



Debtor
Southern Automotive Marketing, Inc

Attorney (if applicable)

Michael S. Kogan
Ervin Cohen & Jessup, LLP

Joint Debtor

Southern Automotive Marketing, Inc.
Attn: Michael Graeber
645 Auto Center Drive
San Bernardino, CA 92408

Michael S. Kogan, Esq
Ervin Cohen & Jessup LLP
9401 Wilshire Boulevard 9th Fl
Beverly Hills, CA 90212

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

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

Franchise Tax Board
Attention: Bankruptcy
P.O. Box 2952
Sacramento, CA 95812-2952

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

MMCA
6400 Katella Avenue
Cypress, CA 90630

Bank of America N.A.
P.O. Box 30750
Los Angeles, CA 90030-0750

Citizens Business Bank
P.O. Box 4118
Ontario, CA 91761

San Bernardino County Sun
P.O. Box 6145
Covina, CA 91722

Zurich North America
8712 Innovation Way
Chicago, IL 60682-0087

Sopus Products
P.O. Box 7247-6236
Philadelphia, PA 19170

KOLA
1940 Orange Tree Lane
Redlands, CA 92374

ADP Leasing
P.O. Box 34656
Newark, NJ 07189

ADP Dealer Services
P.O. Box 88921
Chicago, IL 60695

KFRG
P.O. Box 100180
Pasadena, CA 91189

Michael L. Cox
Cox & Assoc.
5541 Arrow Hwy. Ste. A
Montclair, CA 91763

Westates Automotive
Promotions
6800 Orangethorpe Ave. Ste. H
Buena Park, CA 90620

Telepacific Communications
P.O. Box 526015
Sacramento, CA 95852

Autotrader.com
P.O. Box 932207
Atlanta, GA 31193

FM, KCAL
1940 Orange Tree Lane #200
Redlands, CA 92374

On-Line Administrators, Inc.
P.O. Box 4539
Chatsworth, CA 91311

KCXX 103.9
242 E. Airport Dr. #106
San Bernardino, CA 92408

Magic Broadcasting – KD
5055 Wilshire Blvd. #720
Los Angeles, CA 90048

Jazel
1 Spectrum Point #330
Lake Forest, CA 92630

Center Chevrolet, Inc.
1355 S E St
San Bernardino, CA 92408