B1 (Official Form 1)(4/10)

United States Bankruptcy Court
Central District of California

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):	Name of Joint Debtor (Spouse) (Last, First, Middle):
Conduit Networks, Inc.	
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): 13-4237445	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. and Street, City, and State): 25014 Las Brisas Rd., Ste C Murrieta, CA ZIP Code 92562	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Riverside	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 40335 Winchester Rd., #112 Temecula, CA ZIP Code 92591	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):	

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 $2,343,300 *(amount subject to adjustment on 4/01/13 and every three years thereafter).*

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 $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 $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): **Conduit Networks, 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):
Conduit Networks, 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 Attorney*

X _____
Signature of Attorney for Debtor(s)

Robert B. Rosenstein 90036
Printed Name of Attorney for Debtor(s)

Rosenstein & Hitzeman, AAPLC
Firm Name

28600 Mercedes Street
Suite 100
Temecula, CA 92590

Address

951-296-3888 Fax: 951-296-3889
Telephone Number

June 24, 2010 **90036**
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 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

Guy Reams
Printed Name of Authorized Individual

President
Title of Authorized Individual

June 24, 2010
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 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 bankrutpcy 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.

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 **Temecula**, California.

Dated **June 24, 2010**

Guy Reams
Debtor President

Joint Debtor

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B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Central District of California

In re **Conduit Networks, Inc.** Debtor(s)

Case No. _____

Chapter **11**

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 Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; 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]*
Advanta Mastercard PO Box 8088 Philadelphia, PA 19101	Advanta Mastercard PO Box 8088 Philadelphia, PA 19101	Credit Card used for Business Expenses		2,493.49
Altura Credit Union PO Box 60039 City of Industry, CA 91716	Altura Credit Union PO Box 60039 City of Industry, CA 91716	Credit Card used for Business Expenses		40,196.56
Anixter, Inc. PO Box 847428 Dallas, TX 75284	Anixter, Inc. PO Box 847428 Dallas, TX 75284	Business Supplies		60,409.67
Arbitech, LLC 15330 Barranca Parkway Irvine, CA 92618	Arbitech, LLC 15330 Barranca Parkway Irvine, CA 92618	Business Supplies		37,255.00
Communications Supply Corp. 6400 Artesia Blvd. Buena Park, CA 90620	Communications Supply Corp. 6400 Artesia Blvd. Buena Park, CA 90620	Business Supplies		12,260.00
GE Financial 2300 Windy Ridge Pkwy #700 Atlanta, GA 30339	GE Financial 2300 Windy Ridge Pkwy #700 Atlanta, GA 30339	Line of Credit		62,957.89
Graybar File 57071 Los Angeles, CA 90074	Graybar File 57071 Los Angeles, CA 90074	Business Supplies		6,503.08
Ingram Micro, Inc. PO Box 70087 Los Angeles, CA 90074	Ingram Micro, Inc. PO Box 70087 Los Angeles, CA 90074	Business Supplies		1,136.15
IQinvision, Inc. 33122 Valle Rd. San Juan Capistrano, CA 92675	IQinvision, Inc. 33122 Valle Rd. San Juan Capistrano, CA 92675	Business Supplies		11,232.00
JDS Digital Security Systems PO Box 374 New Baltimore, MI 48047	JDS Digital Security Systems PO Box 374 New Baltimore, MI 48047	Business Expense		7,176.00
Multitel 2905 de Celles St. Quebec, G2C 1W7	Multitel 2905 de Celles St. Quebec, G2C 1W7	Business Supplies		8,250.00

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B4 (Official Form 4) (12/07) - Cont.
In re **Conduit Networks, Inc.** Case No. _____
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(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]*
Northern Video Systems 3625 Cincinatti Ave. Rocklin, CA 95765	**Northern Video Systems 3625 Cincinatti Ave. Rocklin, CA 95765**	**Business Supplies**		**8,120.68**
SDDPC Attn: Accounts Payable 5975 Santa Fe St. San Diego, CA 92109	**SDDPC Attn: Accounts Payable 5975 Santa Fe St. San Diego, CA 92109**	**Business Supplies**		**1,498.40**
Shell Fleet Processing Center PO Box 183019 Columbus, OH 43218	**Shell Fleet Processing Center PO Box 183019 Columbus, OH 43218**	**Credit Card used for Business Expenses**		**1,095.00**
Shoreview Distribution 69 Elm St. Foxboro, MA 02035	**Shoreview Distribution 69 Elm St. Foxboro, MA 02035**	**Business Supplies**		**3,516.28**
Soapware 4220 N. Crossover Rd. Fayetteville, AR 72703	**Soapware 4220 N. Crossover Rd. Fayetteville, AR 72703**	**Business Supplies**		**3,925.00**
T&D Communications, Inc. 44830 Osgood Rd. Fremont, CA 94539	**T&D Communications, Inc. 44830 Osgood Rd. Fremont, CA 94539**	**Business Supplies**		**15,195.76**
Talley Communications PO Box 511390 Los Angeles, CA 90051	**Talley Communications PO Box 511390 Los Angeles, CA 90051**	**Business Supplies**		**2,064.61**
US Bank 27280 Jefferson Ave,. Ste 100 Temecula, CA 92590	**US Bank 27280 Jefferson Ave,. Ste 100 Temecula, CA 92590**	**Credit Cards used for Business Expenses**		**21,157.00**
Virtual Graffiti, Inc. 9979 Muirlands Blvd. Irvine, CA 92618	**Virtual Graffiti, Inc. 9979 Muirlands Blvd. Irvine, CA 92618**	**Business Supplies**		**1,215.00**

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

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **June 24, 2010** Signature _____
Guy Reams
President

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

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

Name Robert B. Rosenstein 90036

Address 28600 Mercedes Street Suite 100 Temecula, CA 92590

Telephone 951-296-3888 Fax: 951-296-3889

■ 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: **Conduit Networks, 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 5 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: June 24, 2010

Guy Reams/President
Signer/Title

Date: June 24, 2010

Signature of Attorney
Robert B. Rosenstein 90036
Rosenstein & Hitzeman, AAPLC
28600 Mercedes Street
Suite 100
Temecula, CA 92590
951-296-3888 Fax: 951-296-3889

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Conduit Networks, Inc.
40335 Winchester Rd., #112
Temecula, CA 92591

Robert B. Rosenstein
Rosenstein & Hitzeman, AAPLC
28600 Mercedes Street
Suite 100
Temecula, CA 92590

Advanta Mastercard
PO Box 8088
Philadelphia, PA 19101

Altura Credit Union
PO Box 60039
City of Industry, CA 91716

Anixter, Inc.
PO Box 847428
Dallas, TX 75284

Arbitech, LLC
15330 Barranca Parkway
Irvine, CA 92618

Capital One Bank
P.O. Box 60599
City Of Industry, CA 91716

CED, Inc.
PO Box 509079
San Diego, CA 92150

Chevron and Texaco
Business Card Services
PO Box 70887
Charlotte, NC 28272

Communications Supply Corp.
6400 Artesia Blvd.
Buena Park, CA 90620

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

GE Financial
2300 Windy Ridge Pkwy #700
Atlanta, GA 30339

Graybar
File 57071
Los Angeles, CA 90074

Ingram Micro, Inc.
PO Box 70087
Los Angeles, CA 90074

Internal Revenue Service
Insolvency Group 1
290 North D Street
San Bernardino, CA 92401-1734

IQinvision, Inc.
33122 Valle Rd.
San Juan Capistrano, CA 92675

JDS Digital Security Systems
PO Box 374
New Baltimore, MI 48047

Michael A. Mooney
Law Offices of Michael A. Mooney
520 S. El Camino Real, Ste 318
San Mateo, CA 94402

Multitel
2905 de Celles St.
Quebec, G2C 1W7

Northern Video Systems
3625 Cincinatti Ave.
Rocklin, CA 95765

Office Depot
Dept. 56-4220490451
PO Box 689020
Des Moines, IA 50368

Origin Micro
PO Box 12004
Lewiston, ME 04243

SDDPC
Attn: Accounts Payable
5975 Santa Fe St.
San Diego, CA 92109

Shell Fleet
Processing Center
PO Box 183019
Columbus, OH 43218

Shoreview Distribution
69 Elm St.
Foxboro, MA 02035

Soapware
4220 N. Crossover Rd.
Fayetteville, AR 72703

State Board of Equalization
Attn: Bankruptcy
P.O. Box 942879
Sacramento, CA 94279-7072

Storage Express
42189 Winchester Rd.
Temecula, CA 92590

T&D Communications, Inc.
44830 Osgood Rd.
Fremont, CA 94539

Talley Communications
PO Box 511390
Los Angeles, CA 90051

TEK Systems
PO Box 198568
Atlanta, GA 30384

US Bank
27280 Jefferson Ave,. Ste 100
Temecula, CA 92590

Virtual Graffiti, Inc.
9979 Muirlands Blvd.
Irvine, CA 92618

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number	FOR COURT USE ONLY
Robert B. Rosenstein **Rosenstein & Hitzeman, AAPLC** **28600 Mercedes Street** **Suite 100** **Temecula, CA 92590** **951-296-3888 Fax: 951-296-3889** **90036** ☒ *Attorney for:* Debtor-In-Possession, Conduit Networks, Inc.	
UNITED STATES BANKRUPTCY COURT **CENTRAL DISTRICT OF CALIFORNIA**	
In re: **Conduit Networks, Inc.** Debtor(s).	CASE NO.: CHAPTER: **11** ADV. NO.:

ELECTRONIC FILING DECLARATION (CORPORATION/PARTNERSHIP)

☒	Petition, statement of affairs, schedules or lists	Date Filed:	**06/24/10**
☐	Amendments to the petition, statement of affairs, schedules or lists	Date Filed:	
☐	Other: _____	Date Filed:	

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this *Declaration* with the United States Bankruptcy Court for the Central District of California.

Signature of Authorized Signatory of Filing Party

June 24, 2010
Date

Guy Reams
Printed Name of Authorized Signatory of Filing Party

President
Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the *Declaration of Authorized Signatory of Debtor or Other Party* before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this *Declaration, the Declaration of Authorized Signatory of Debtor or Other Party*, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this *Declaration, the Declaration of Authorized Signatory of Debtor or Other Party*, and the Filed Document available for review upon request of the Court or other parties.

Signature of Attorney for Filing Party

June 24, 2010
Date

Robert B. Rosenstein 90036
Printed Name of Attorney for Filing Party

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MINUTES OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF

CONDUIT NETWORKS, INC.

June 24, 2010

A special meeting of the Board of Directors ("Board") of Conduit Networks, Inc. ("Corporation") was held on June 24, 2010 at 7:30 a.m. Present at the meeting was Guy Reams, the Sole Director and President. Upon unanimous vote the following resolutions were adopted:

AUTHORIZATION TO FILE
CHAPTER 11 BANKRUPTCY

After reviewing the financial condition of the Corporation, and based upon the advice of legal counsel, the Sole Director believes it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code.

Based upon such advice and review of the Corporation's financial condition, the following resolutions are hereby adopted:

> RESOLVED, that the Board of Director of this Corporation has determined it is in the best interest of the Corporation to file for reorganization under the United States Bankruptcy Code and authorized the filing of such Bankruptcy; and,
>
> RESOLVED, that Guy Reams, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy petition on behalf of the Corporation; and,
>
> RESOLVED FURTHER, that Guy Reams, President is authorized and directed to appear at all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and
>
> RESOLVED FURTHER, that Guy Reams, President is authorized to employ Rosenstein & Hitzeman, AAPLC to represent the Corporation in such bankruptcy case.

With nothing to come before the meeting, it was adjourned.

Dated: June 24, 2010

Guy Reams, President