

B1 (Official Form 1) (12/11)

United States Bankruptcy Court Central District of California		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Performance Meter, 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) /Complete EIN (if more than one, state all): 33-0765219		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) /Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 200 E. John Street Banning, CA		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE 92220		ZIPCODE
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) P.O. Box 256 Banning, CA		Mailing Address of Joint Debtor (if different from street address):
ZIPCODE 92220		ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): 200 E. John Street, Banning, CA		
ZIPCODE 92220		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) Chapter 15 Debtor Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> 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.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> 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: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

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

Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

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

<p align="center">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p align="center">Exhibit B</p> (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
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.
 No

Exhibit D

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

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

If this is a joint petition:

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

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

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

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

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

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

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

(Name of landlord 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)).

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Voluntary Petition

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

Name of Debtor(s):

Performance Meter, 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/ Franklin C. Adams
Signature of Attorney for Debtor(s)

**Franklin C. Adams 85351
Best Best & Krieger LLP
3390 University Avenue, 5th Floor
Riverside, CA 92501-0000
(951) 686-1450 Fax: (951) 686-3083
franklin.adams@bbklaw.com**

May 31, 2012
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 /s/ Arthur Hendey, Jr.
Signature of Authorized Individual

Arthur Hendey, Jr.
Printed Name of Authorized Individual

President
Title of Authorized Individual

May 31, 2012
Date

Signature of Non-Attorney Petition Preparer

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

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

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

Address

X _____
Signature

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.

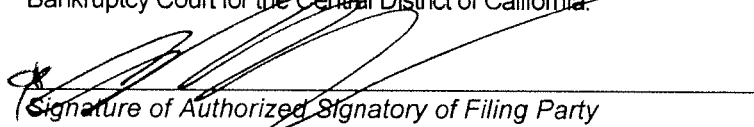
Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Franklin C. Adams 85351 Best Best & Krieger, LLP 3390 University Avenue Riverside, California 92501 Telephone: (951) 686-1450 Facsimile: (951) 686-3083 <input checked="" type="checkbox"/> Attorney for: Performance Meter, Inc.	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Performance Meter, Inc. Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

- | | |
|---|---------------------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists | Date Filed: <u>May 31, 2012</u> |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input type="checkbox"/> 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
 Arthur Hendey, Jr.

Printed Name of Authorized Signatory of Filing Party
 President Performance Meter, Inc.

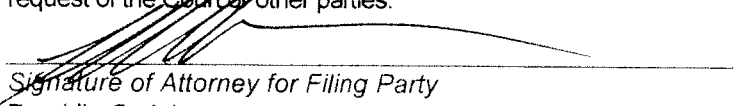
Title of Authorized Signatory of Filing Party

May 31, 2012

 Date

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
 Franklin C. Adams

Printed Name of Attorney for Filing Party

May 31, 2012

 Date

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

Exhibit "A"

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 16B]

Exhibit "A" to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is NOT APPLICABLE.
2. The following financial data is the latest available information and refers to the debtor's condition on N/A.
 - a. Total assets \$ 0.00
 - b. Total debts (including debts listed in 2.c., below) \$ 0.00

	\$	Approximate Number of holders
c. Debt securities held by more than 500 holders.		
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$ _____	_____
d. Number of shares of preferred stock	_____	_____
e. Number of shares common stock	_____	_____

Comments, if any: NOT APPLICABLE

3. Brief description of debtor's business: NOT APPLICABLE

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
NOT APPLICABLE

B 1C (Official Form 1, Exhibit C) (9/01)

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

UNITED STATES BANKRUPTCY COURT

In re <u>Performance Meter, Inc.,</u>)	Case No. _____
Debtor)	
)	
)	Chapter <u>11</u>

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

NONE

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

NOT APPLICABLE

**UNANIMOUS WRITTEN CONSENT TO CORPORATE ACTION
BY SHAREHOLDER AND DIRECTOR OF**

**PERFORMANCE METER, INC.
a California corporation**

The undersigned, being all of the Shareholders and all of the members of the Board of Directors of the above-named Corporation, by this writing approve the following resolutions and consent to their adoption:

BANKRUPTCY FILING

WHEREAS, the Shareholder and Directors of this Corporation have determined that it is in the best interests 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 Code; and

WHEREAS, officers of this Corporation have retained Best Best & Krieger LLP as counsel to represent the Corporation in its petition; it is

NOW THEREFORE, RESOLVED, that the Shareholders and Directors of this Corporation approve the filing for the Corporation of a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code.

RESOLVED FURTHER, that the retention of Best Best & Krieger LLP as counsel to represent the Corporation in its petition is hereby approved and ratified.

RESOLVED FURTHER, that the Corporation's President, Arthur Hendely, Jr. is hereby authorized and directed to execute and deliver all documents, and perform all acts necessary to initiate and perfect a voluntary Chapter 11 bankruptcy case in the United States Bankruptcy Court for the Central District of California, in the name and on behalf of the Corporation.

RESOLVED FURTHER, that the President is hereby directed to do all acts necessary and provide such documentation as requested to carry out the intent of these resolutions.

This consent is executed pursuant to Sections 309(b) the California Corporations Code which authorizes the taking of action by unanimous written consent without a formal meeting, and is to be filed with the minutes of Shareholder and Board proceedings.

DATED: May 31, 2012

APPROVAL OF SHAREHOLDERS

By:



Arthur Hendey, Jr.

APPROVAL OF BOARD OF DIRECTORS



Arthur Hendey, Jr.

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Franklin C. Adams 85351 franklin.adams@bbklaw.com Best Best & Krieger, LLP 3390 University Avenue Riverside, California 92501 Telephone: (951) 686-1450 Facsimile: (951) 686-3083 <input checked="" type="checkbox"/> Attorney for: Performance Meter, Inc.	FOR COURT USE ONLY Main Document Page 9 of 32
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Performance Meter, Inc. <div style="text-align: right;"> Debtor(s), Plaintiff(s), Defendant(s). </div>	CASE NO.: ADV. NO.: CHAPTER: 11

**Corporate Ownership Statement Pursuant to
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, 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, Arthur Hendej, Jr., 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.]
 NONE

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

/s/ Arthur Hendej, Jr.	May 31, 2012
Signature of Attorney or Declarant	Date
Arthur Hendej, Jr., President Performance Meter, Inc.	
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

IN RE:

Case No. _____

Performance Meter, Inc.

Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Beaumont Cherry Valley Water District P.O. Box 2037 Beaumont, CA 92223	James L. Markman, Attorney (213) 626-8484	Trade debt	Unliquidated Disputed	2,100,000.00
Ningbo Performance Meter 15/F, Haishu Bldg. 11 West Zhonghsan Rd. Ningbo CHN 315000,	Rosa (865) 748-7190 828	Trade debt	Disputed	863,630.84
Aisling Industries 621 East Heil Ave. El Centro, CA 92243	Mike (760) 353-4000	Trade debt	Disputed Subject to Setoff	338,853.67
Manuel Topetee 5801 Karen Avenue Cypress, CA 90630	Manueel Topetee (714) 952-4509	Loan		300,000.00
Kea Mc Kee PO BOX 226 Morrow Bay, CA 93443	Kea Mc Kee (805) 772-1882	Loan		267,000.00
Ningbo Water Meter Co. LTD 352 Xinhe Road Ningbo CHN 31500	(865) 748-7331 095	Trade debt	Disputed	256,484.50
State Board Of Equalization Legal Department 450 N. Street Sacramento, CA 92814	Customer Service (916) 261-3018	Sale Tax		254,257.27
Joseph R Scott, Inc. General Engineering P.O. Box 3201 Banning, CA 92223	Joseph R. Scott (951) 845-9545	Loan	Disputed	200,000.00
Law Plumbing (Walton) P.O. Box 356 Yucaipa, CA 92399	Kenny Walton (951) 232-7418	Trade debt		200,000.00
Datamatic LTD 3600 K Avenue Plano, TX 75074	Ken Kercher (974) 234-5000	Trade debt	Contingent Unliquidated Disputed Subject to Setoff	138,426.00
Richard M Johnston 9891 Juniper Court Yucaipa, CA 92399	Richard M. Johnston (909) 556-6333	Loan		118,818.00
XED LIMITED Unit 38 Dixon's Business Centr Dixon Road, Brislington Bristol BS44 50W UK,	Ian (440) 117-9080 066	Trade debt		106,651.00

City Of Desoto Texas 211 E. Pleasant Run Rd. Desoto, TX 75115	Main Document Tonya Warren (972) 230-9632	Page 11 of 32	Trade debt	Unliquidated Disputed	50,000.00
City of Laurel ATTN: City Clerk P.O. Box 647 Laurel, MS 39441	Mari Ann Hess (601) 428-6904		Trade debt		29,168.56
Jeff McKee PO Box 226 Morrow Bay, CA 93443	Jeff McKee (805) 772-1882		Loan		20,000.00
State Of California Employment Development Department P.O. Box 826880 Sacramento, CA 94280	Marcia Said (866) 564-4228		Taxes		17,196.29
State Fund P.O. Box 997432 Sacramento, CA 95899	Joel Hernandez (888) 782-8338		Trade debt		16,652.08
Buddy Bar Casting Corp PO BOX 2667 Downey, CA 90242	John Fell (562) 861-9664		Trade debt		16,353.41
Scott,Sullivan Streetman & Fox 725 Avignor Drive Ridgeland, MS 39157	Scott Rogers (601) 607-4836		Trade debt		16,144.47
City of Corrine PM Settlement P.O. Box 18 Corinne, UT 84307	Kendra Norman (435) 744-5566		Trade debt		16,000.00

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: May 31, 2012

Signature: /s/ Arthur Hendey, Jr.

Arthur Hendey, Jr., President

(Print Name and Title)

IN RE:

Case No. _____

Performance Meter, Inc.

Chapter 11 _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

Registered name and last known address of security holder	Shares (or Percentage)	Security Class (or kind of interest)
Arthur Hendey, Jr. 4981 Jean Avenue Las Vegas, NV 89108	100	President

Party Name, Address, and Telephone Number (CA State Bar No. If Applicable) Franklin C. Adams 85351 franklin.adams@bbklaw.com Best Best & Krieger, LLP 3390 University Avenue Riverside, California 92501 Telephone: (951) 686-1450 Facsimile: (951) 686-1450 Attorney for Debtor: Performance Meter, Inc.	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Performance Meter, 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):
200 John Street, Banning, California 92220

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
200 John Street, Banning, California 92220

3. Disclose the current business address(es) for all corporate officers:
Arthur Hendy, Jr.; 200 John Street, Banning, California 92220

4. Disclose the current business address(es) where the Debtor's books and records are located:
200 John Street, Banning, California 92220

In re Performance Meter, Inc.	CHAPTER 11
Debtor.	CASE NUMBER

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:
200 John Street, Banning, California 92220
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):
Arthur Hendy, Jr., President and shareholder.
8. Total number of attached pages of supporting documentation: NONE
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 31 day of May, 2012, at Riverside, California.

Arthur Hendy, Jr.
Type Name of Officer

/s/ Arthur Hendy, Jr.
Signature of Declarant

President
Position or Title of Officer

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).)

NOT APPLICABLE

- 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).)

NOT APPLICABLE

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

Executed at Riverside, California.

/s/ Arthur Hendey, Jr.

Debtor

Arthur Hendey, Jr. President Performance Meter, Inc.

Dated May 31, 2012

Joint Debtor

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

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

IN RE:

Case No. _____

Performance Meter, Inc. _____

Debtor(s)

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

Date: **May 31, 2012** _____

Signature: **/s/ Arthur Hende, Jr.** _____

Arthur Hende, Jr., President

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

Date: **May 31, 2012** _____

Signature: **/s/ Franklin C. Adams** _____

Franklin C. Adams 85351

Attorney (if applicable)

Performance Meter Inc
PO Box 256
Banning, CA 92220

Best Best & Krieger LLP
3390 University Avenue 5th Floor
Riverside, CA 92501-0000

Office Of The United States Trustee
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3685 Main Street Suite #300
Riverside, CA 92501

1st Priority Services Inc
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Dalllas, TX 75370-0440

76 Card
PO BOX 689058
Des Moines, IA 50368

AAA - Automobile Club So
PO BOX 25001
Santa Ana, CA 92799

ACWA
PO Box 2408
Sacramento, CA 95812-4849

ADP
5355 Orangethorpe Avenue
La Palma, CA 90625

Aisling Industries
621 East Heil Ave
El Centro, CA 92243

Alarm Services Plus
9855 Sunland Blvd
Sunland, CA 91040

AMCO Automated Systems LL
PO Box 951930
Dallas, TX 75395

Andrew W Couch
110 Newport Center Drive Suite #20
Newport Beach, CA 92660

Apogee Publication
6528 Greenleaf Avenue Suite 219
Whittier, CA 90601

Apple Graphics Inc
5858 Westheimer Suite #200
Houston, TX 77057

Arthur Hendey Jr
4981 Jean Avenue
Las Vegas, NV 89108

Arthur Hendey Jr
4981 Jean Avenue
Las Vegas, NV 89108

AXA Equitable
PO BOX 1047
Charlott, NC 28201-1047

Bearing Engineers Inc
27 Argonaut
Aliso Viejo, CA 92656

Beaumont Cherry Valley Water Distri
PO Box 2037
Beaumont, CA 92223

Bennet Tueller Johnson & Deere
3165 East Millrock Drive Suite #50
Salt Lake City, UT 84121

Bermad Inc
9424 West Little York Road
Houson, TX 77040

Buddy Bar Casting Corp
PO BOX 2667
Downey, CA 90242

Buy Wholesale
2055 Old River Road
Montgomery, TX 77356

Cadden & Fuller LLP
Atten: Nate J Tarvin
114 Pacifica Suite #450
Irvine, CA 92618-3326

Capital Corporate Services Inc
Agent/Service Apple Graphics Inc
455 Capital Mall STE 217
Sacramento, CA 95814

Capital One
PO Box 60599
City Of Industry, CA 91716

Channel Co Water Util Ass
c/o Lauri Marino
328 Vallley Vista Drive
Camarillo, CA 90310

CitiBank
PO BOX 226526
Dallas, TX 75260

Citibank NA
3950 Regent Blvd S2B-262
Irving, TX 75063

City of Corrine
PM Settlement
PO Box 18
Corinne, UT 84307

City Of Desoto Texas
211 E Pleasant Run Rd
Desoto, TX 75115

City of Laurel
ATTN: City Clerk
PO Box 647
Laurel, MS 39441

COMTRANS LTD
20651 PRISM PLACE
Lake Forest, CA 92630

Consolidated Rural Water & Sewer Di
C/O Leach & Sullivan
921 Main
Duncan, OK 73534

Corporate Accounting Solutions Inc
231 E Alessandro Blvd #A132
Riverside, CA 92508

CR&R Incorporated
PO Box 206
Stanton, CA 60680-0206

Credit Bureuu Tahoe-Truckee Inc
2900 McBride Lane
Santa Rosa, CA 95403

Crestwood Management
Quill Corporation
PO Box 22630
Cleveland, OH 44122

Danaher Industrial Contro
PO Box 91809
Chicago, IL 60693

Danfoss Flomatic Corporation
15 Pruyn's Island Drive
Glen Falls, NY 12801-4421

Darrel Whitehead CPA's
18592 Main Street
Huntington Beach, CA 92648

Datamatic LTD
3600 K Avenue
Plano, TX 75074

Dell Service Sales
PO Box 24424
Oakland, CA 94623

Department of Housing
HCD RENEWAL
PO Box 1979
Sacramento, CA 95812-1979

Department of Motor Vehicles
PO Box 942897
Sacramento, CA 94297

Double Double Diamond Texas
841 LCR 463
Mexia, TX 76667

Eldridge Cooper Steichen & Leach
Department 230
PO Box 21228
Tulsa, OK 74121

Elster AMCO Water
1100 SW 38th Avenue
Ocala, FL 34474

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

Faze3 Graphics
8440 Cerritos Ave #1
Stanton, CA 90680

Goeleta Water District
4699 Holister Avenue
Santa Barbara, CA 93110

Gunners Meters & Parts I
454 N Cass Avenue
Pontiac, MI 48343

Hendey Family FLP
4981 Jean Avenue
Las Vegas, NV 89108-3519

Henry M Lefler
195 E Lincoln St
Banning, CA 92220

Hermosillo Betsabe
119 PENDLETON RD
Banning, CA 92220

Howard Robert
1544 Green Creek Trail
Beaumont, CA 92220

HSBC
PO Box 4153-K
Carol Stream, IL 60197-4153

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111 Fenmar Drive
Toronto, ON

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1570 E Victoria Avenue
San Bernardino, CA 92404

J Michael Gottfredson
Manager Meter Solutions
1989 Browning Avenue
Salt Lake City, UT 84108-2253

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Sulphur Springs, TX 75483

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Morrow Bay, CA 93443

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Yucaipa, CA 92399

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Banning, CA 92223

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Morrow Bay, CA 93443

Kent P Sullivan Esq
Leach & Sullivan
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Newport Beach, CA 92658

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PO Box 356
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Manuel Topetee
5801 Karen Avenue
Cypress, CA 90630

Marriott Rewards Card
PO Box 94014
Palatine, IL 60094-4014

Mars Company
PO Box 772887
Ocala, FL 34477-2887

Matco-Norca Inc
Department 8560
Los Angeles, CA 90084-8560

McCalls Meter Sales & Svc
1498 Mesa View Street
Hemet, CA 92543

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

McPeters McAlearney Shimoff
4 W Redlands Blvd 2nd Floor
Redlands, CA 92373

Meter Solutions Pros LLC
491 N Bristol CT
Alpine, UT 84004

Michael Wagner
PO Box 315
Rowlett, TX 75030-0315

Minol Inc
15280 ADDISON RD #100
Addison, TX 75001

Mountain States Pipe & Su
23610 N 20th Dr Suite 8
Phoenix, AZ 85027

Mouser Electronics
PO Box 99319
Fort Worth, TX 76199-0319

Naylor Publications Inc
PO Box 847865
Dalllas, TX 75284-7865

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15/F Haishu Bldg 11
West Zhonghsan Rd
Ningbo CHN 315000,

Northrop Grumman
88056 Expedite Way
Chicago, IL 60695-0001

NSF International
Dept Lock Box 771380
POBox 77000
Detroit, MI 48277-1380

Onvia Inc
509 Olive Street Suit 400
Seattle, WA 98101

Paradigm System Solutions
3200 Corporate Center Drive #1
Burnsville, MN 55306

Parts Associates Inc
12420 Plaza Drive
Cleveland, OH 44130

Pioneer Supply
A Division Of Gillis Group Inc
2008 Pole Road
Oklahoma City, OK 73160

Ramsey Electronics
590 Fishers Station Dr
Victory, NY 14564

Richard M Johnston
9891 Juniper Court
Yucaipa, CA 92399

Riverside County Taxes - Don Kent T
4080 Lemon Street First Floor
Riverside, CA 92502

Riverside County Taxes -- Paul McDo
Riverside County Treasurer
PO Box 12005
Riverside, CA 92502-2205

Rudy's Tire & Wheel
558 California Ave
Beaumont, CA 92220

Satori Seal Corporation
8455 Utica Avenue
Rancho Cucamonga, CA 91730

Schimberg Co Pipe & Valve
1106 Shaver Road NE
Cedar Rapids, IA 52402

ScottSullivan Streetman & Fox
725 Avignor Drive
Ridgeland, MS 39157

ScriptLogic Corporation
6000 Broken Sound Parkway NW
Boca Raton, FL 33487

Sho Link
11 SKOKIE HWY SUITE 202
Lake Bluff, IL 60044

Smith Hartvigsen PLLC
Walker Center
175 South Main Street Suite #300
Salt Lake City, CA 84111

Smith Linden and Basso L
5120 Birch Strret Suite 200
Newport Beach, CA 92660-2101

So Cal West Coast Electri
PO Box 746
Banning, CA 92220

SPRINT/754555610
PO Box 17990
Denver, CO 80217

SPRINT/956162226
PO Box 79357
City Of Industry, CA 91716

SPX Valve & Controls
PO Box 1067
Charlotte, NC 28201

Staples
Staples Credit Plan
PO Box 689020
Des Moines, IA 50368

State Board Of Equalization
Legal Department
450 N Street
Sacramento, CA 92814

State Fund
PO Box 997432
Sacramento, CA 95899

State Of California
Employment Development Department
PO Box 826880
Sacramento, CA 94280

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Office Of The Attorney General
300 South Spring Street
Los Angeles, CA 90013-2000

Stiff Larry
114 E Pioneer Ave
Redlands, CA 92374

Swisher Hygiene Franchise
PO BOX 0389
Harbor City, CA 90710

TestEquity LLC
6100 Condor Drive
Moorpark, CA 93021

Tridus Magnetics & Assemblies
1145 West Victoria Street
Compton, CA 90220

Truemark International Co
12842 Murphy Rd
Stafford, TX 77477

Unasco Plastics
921 Transport Way Suite 4
Petaluma, CA 94954

UPS/United Parcel Service
PO Box 894820
Los Angeles, CA 90189-4820

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PO Box 9004
Gurnee, IL 60031-9004

Vehicle Regist Collection
Franchise Tax Board
PO Box 419001
Sacramento, CA 94269-0001

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CBE Group
1309 Technology Pkway
Cedar Falls, IA 50613

Wells Fargo Business
MAC N9306-101
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Dallas, TX 75320-2902

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