

United States Bankruptcy Court Central District of California	Voluntary Petition
--	---------------------------

Name of Debtor (if individual, enter Last, First, Middle): Solafide, 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): DBA Union Foods Newcorp; DBA Union Foods; DBA Union Electronics	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
---	---

Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-2791899	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
--	---

Street Address of Debtor (No. & Street, City, and State): 14524 Myford Road Irvine, CA 92606	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 92606-0000	ZIP CODE

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

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

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.)	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	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
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).		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 checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 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 checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <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 Debts <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	

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Solafide, Inc.</p>
Signatures	
<p>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</p>	<p>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.) <input type="checkbox"/> 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. <input type="checkbox"/> 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</p>
<p>Signature of Attorney* X /s/ _____ Signature of Attorney for Debtor(s) Marsha A. Houston SBN 129956 Printed Name of Attorney for Debtor(s) Reed Smith LLP Firm Name 355 South Grand Avenue Suite 2900 Los Angeles, CA 90071-1514 Address (213) 457-8000 / Fax: (213) 457-8080 Telephone Number May 8, 2008 Date</p> <p><small>*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.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.) _____ Address X _____ _____ Date</p> <p>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.</p> <p><small>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.</small></p>
<p>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/ _____ Signature of Authorized Individual Victor Sim Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual May 8, 2008 Date</p>	

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Marsha A. Houston (SBN 129956) / 213.457.8000 / Fax: 213.457.8080 Reed Smith LLP 355 South Grand Avenue, Suite 2900 Los Angeles, CA 90071-1514 <input checked="" type="checkbox"/> Attorney for: Solafide, Inc., Debtor-in-Possession	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Solafide, 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: _____ |
| <input type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input checked="" type="checkbox"/> Other: <u>Stmt. Rel. Case; Venue Disclosure</u> | 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
 Victor Sim

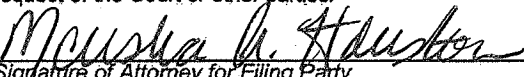
 Printed Name of Authorized Signatory of Filing Party
 Chief Executive Officer

 Title of Authorized Signatory of Filing Party

 Date May 8, 2008

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
 Marsha A. Houston

 Printed Name of Attorney for Filing Party

 Date May 8, 2008

**CERTIFICATE OF CORPORATE RESOLUTION AUTHORIZING
FILING OF BANKRUPTCY PETITION**

The undersigned, a current or former duly elected and qualified Officer or Director of SOLAFIDE INCORPORATED ("Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of such Company, by unanimous written consent or special meeting held pursuant to California Corporations Code §307(a)(6), on May 3, 2008, and that such resolutions have not been amended or revoked and are now in full force and effect, to wit:

WHEREAS, Company is a California corporation which has a principal place of business in Irvine, California and which maintains the majority of its assets at that location;

WHEREAS, circumstances have arisen which may require the commencement of a bankruptcy case to facilitate or complete the orderly reorganization, wind down, sale and/or liquidation of Company pursuant to Title 11 of the United States Code.

RESOLVED, that in the judgment of the Board of Directors, it is or may be desirable and in the best interests of Company, its creditors, equity holders, and other interested parties, that a petition be filed by Company seeking relief under the provisions of Chapter 11 or Chapter 7, Title 11, United States Code; the nature and timing of which may hereafter be determined in the sole discretion of the authorized representative of Company designated herein, and it is further

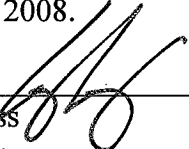
RESOLVED, that Victor Sim be, and hereby is, authorized to prepare, execute and file on behalf of Company, at such time as he in his sole discretion shall determine, a petition for relief under Chapter 11 or Chapter 7 of the Bankruptcy Code, as he may determine, in the United States Bankruptcy Court for the Central District of California and to execute and file such other schedules, lists, pleadings, motions and other papers, and take any and all action as may be necessary and appropriate to pursue the orderly reorganization, sale, wind down, or liquidation of Company prior to or in such bankruptcy proceeding; and it is further

RESOLVED, that Victor Sim be, and hereby is, (i) authorized to act for and on behalf of Company, and its subsidiaries, in any and all matters and proceedings related to the reorganization, sale, wind down, or liquidation of Company and such bankruptcy case, (ii) authorized to delegate the authority and discretion granted under this resolution to any officer or director of Company, and (iii) designated as the responsible person for Company during any such bankruptcy proceedings and it is further

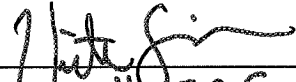
RESOLVED, that this Resolution may be executed in counter-parts and by facsimile, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument; and it is further

RESOLVED, that the law firm of REED SMITH LLP be retained as work-out and bankruptcy counsel for Company in connection with such proceedings;

IN WITNESS WHEREOF, the undersigned, a person authorized by the Company, has caused this Certificate of Corporate Resolution to be duly executed as of May 3, 2008.



Witness
Tim Hoang
CEO + Director



Name: VICTOR SIM
Title: CEO + Director

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

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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

Executed at Irvine, California.

/s/ Victor Sim
Debtor Solafide, Inc.

Dated May 8, 2008

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 Solafide, 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)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Conagra Food Ingredients 11 ConAgra Drive Omaha, NE 68102	Conagra Food Ingredients 11 ConAgra Drive Omaha, NE 68102 402.595.4276 Attn: Todd Banchor	Trade		178,134.39
Townsend and Townsend and Crew LLP Two Embarcadero Center Eighth Floor San Francisco, CA 94111	Townsend and Townsend and Crew LLP Two Embarcadero Center Eighth Floor San Francisco, CA 94111 415.576.0200 Attn: Stephen Kong	Legal Fees		160,986.56
Celltron, Inc. 1110 West 7th Street Galena, KS 66739	Celltron, Inc. 1110 West 7th Street Galena, KS 66739 620.783.1333 Attn: Mike Kim	Trade		110,143.89
Safeway Inc. 5918 Stoneridge Mall Road Pleasanton, CA 94588	Safeway Inc. 5918 Stoneridge Mall Road Pleasanton, CA 94588 925.226.9629	Trade		63,760.00
California Oil 1145 Harbour Way South Richmond, CA 94804-3695	California Oil 1145 Harbour Way South Richmond, CA 94804-3695 510.233.7660	Trade		50,587.51
Reiber and Sons ASA Toro Plant, Ekraveien 60 Indre Arna, Bergen-Norway	Reiber and Sons ASA Toro Plant, Ekraveien 60 Indre Arna, Bergen-Norway	Trade		35,900.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Kaiser Permanente California Service Center PO Box 23250 San Diego, CA 92193-3250	Kaiser Permanente California Service Center PO Box 23250 San Diego, CA 92193-3250	Healthcare		22,362.99
Productos Alimenticios Carr. Toluca-Atzacoulco #1875, Col. Calixtlahuaca Toluca, Mexico CP50070	Productos Alimenticios Carr. Toluca-Atzacoulco #1875, Col. Calixtlahuaca Toluca, Mexico CP50070 52-7279-7901	Trade		20,500.00
Orange County Tax Collector P. O. Box 1982 Santa Ana, CA 92702	Orange County Tax Collector P. O. Box 1982 Santa Ana, CA 92702 714.834.3411	Taxes		20,000.00
Southern California Edison P. O. Box 6400 Rancho Cucamonga, CA 91729	Southern California Edison P. O. Box 6400 Rancho Cucamonga, CA 91729 800.655.4555	Utilities		16,358.18
Pakwest 4042 West Garry Avenue Santa Ana, CA 92704	Pakwest 4042 West Garry Avenue Santa Ana, CA 92704 714.557.7420 Attn: Sean Callahan	Trade		15,009.52
Deko International Co. Ltd. 4283 Shoreline Drive Earth City, MO 63045	Deko International Co. Ltd. 4283 Shoreline Drive Earth City, MO 63045 314.298.0910	Trade		13,290.00
Evisions 14522 Myford Road Irvine, CA 92606	Evisions 14522 Myford Road Irvine, CA 92606 Attn: Kevin Jones	Trade		12,000.00
Exel Transportation Services, Inc. 27121 Towne Center Drive Suite 245 Foothill Ranch, CA 92610	Exel Transportation Services, Inc. 27121 Towne Center Drive Suite 245 Foothill Ranch, CA 92610 949.457.8400	Trade		11,605.00

Debtor(s)

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
JB Hunt Transport, Inc. File 98545 Los Angeles, CA 90074	JB Hunt Transport, Inc. File 98545 Los Angeles, CA 90074 800.643.3622 Attn: Erica Wilkins	Trade		8,183.63
Associated Grocers, Miami FL 7000 NW 32nd Avenue Miami, FL 33147	Associated Grocers, Miami FL 7000 NW 32nd Avenue Miami, FL 33147 305.696.0080	Trade		(unknown)
Mitchell Grocery US Hwy 431 L&N Railroad Albertville, AL 35950	Mitchell Grocery US Hwy 431 L&N Railroad Albertville, AL 35950 256.878.4211	Trade		(unknown)
Value Merchandisers 4688 Hungerford Road Memphis, TN 38118	Value Merchandisers 4688 Hungerford Road Memphis, TN 38118 901.797.5617	Trade		(unknown)
Super Valu Stores 7100 Hazelwood Hazelwood, MO 63042	Super Valu Stores 7100 Hazelwood Hazelwood, MO 63042 314.595.1986	Trade		(unknown)
Munhwa Broadcasting Corporation 31, Youido-dong, Youngdeungpo-gu Seoul, 150-728 Republic of Korea	Munhwa Broadcasting Corporation 31, Youido-dong, Youngdeungpo-gu Seoul, 150-728 Republic of Korea	Trademark dispute	Disputed	(unknown)

In re Solafide, Inc.
Debtor(s)

Case No. _____

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

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF ORATION OR PARTNERSHIP**

I, the Chief Executive Officer 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 May 8, 2008

Signature /s/
Victor Sim
Chief Executive Officer

*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.*

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

Name Marsha A. Houston SBN 129956

Address 355 South Grand Avenue, Suite 2900, Los Angeles, California 90071-1514

Telephone 213.457.8000 / Fax: 213.457.8080

- 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: Solafide, Inc. DBA Union Foods Newcorp; DBA Union Foods; DBA Union Electronics	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 10 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: May 8, 2008

/s/
Victor Sim/Chief Executive Officer
 Signer/Title

Date: May 8, 2008

/s/
 Signature of Attorney
Marsha A. Houston SBN 129956
Reed Smith LLP
355 South Grand Avenue
Suite 2900
Los Angeles, CA 90071-1514

CREDITOR MAILING LIST

Townsend and Townsend and Crew LLP
Two Embarcadero Center
Eighth Floor
San Francisco, CA 94111

Conagra Food Ingredients
11 ConAgra Drive
Omaha, NE 68102

Celltron, Inc.
1110 West 7th Street
Galena, KS 66739

Safeway Inc.
5918 Stoneridge Mall Road
Pleasanton, CA 94588

Associated Grocers, Miami, FL
7000 NW 32nd Avenue
Miami, FL 33147

California Oil
1145 Harbour Way South
Richmond, CA 94804-3695

Reiber and Sons ASA
Toro Plant, Ekraveien 60
Indre Arna, Bergen-Norway

Productos Alimenticios
Carr. Toluca-Atlacoulco
#1875, Col. Calixtlahuaca
Toluca, Mexico CP50070

Orange County Tax Collector
P. O. Box 1982
Santa Ana, CA 92702

Mitchell Grocery
US Hwy 431 L&N Railroad
Albertville, AL 35950

Southern California Edison
P. O. Box 6400
Rancho Cucamonga, CA 91729

Value Merchandisers
4688 Hungerford Road
Memphis, TN 38118

Pakwest
4042 West Garry Avenue

CREDITOR MAILING LIST

Santa Ana, CA 92704

Super Valu Stores
7100 Hazelwood
Hazelwood, MO 63042

Deko International Co. Ltd.
4283 Shoreline Drive
Earth City, MO 63045

Evisions
14522 Myford Road
Irvine, CA 92606

Exel Transportation Services, Inc.
27121 Towne Center Drive
Suite 245
Foothill Ranch, CA 92610

JB Hunt Transport, Inc.
File 98545
Los Angeles, CA 90074

Wal-Mart Stores, Inc.
508 Southwest 8th Street
Bentonville, AR 72716

ICW Group
P. O. Box 85563
San Diego, CA 92186

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

Securities Exchange Commission
5670 Wilshire Boulevard
Eleventh Floor
Los Angeles, CA 90036

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

State Board of Equalization
P. O. Box 942879
Sacramento, CA 94279-60001

United States Trustee

CREDITOR MAILING LIST

411 West Fourth Street
Suite 9041
Santa Ana, CA 92701-4593

Associated Grocers, Pompano Beach, FL
1141 SW 12th Avenue
Pompano Beach, FL 33069

Stonefield Josephson, Inc.
2049 Century Park East
Suite 400
Los Angeles, CA 90067

Associated Grocer, Ft. Worth
7550 Oak Grove Boulevard
Fort Worth, TX 76140

Munhwa Broadcasting Corporation
31, Youido-dong,
Youngdeunpgo-gu
Seoul, 150-728
Republic of Korea

Brent D. Sokol, Esq.
Jones Day
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071-2300

MBC America
5757 Wilshire Boulevard
Suite 540
Los Angeles, CA 90036

Union Incorporated
14522 Myford Road
Irvine, CA 92606

IDF
P. O. Box 10347
Springfield, MO 65808

A Laser Printer Service
P. O. Box 547
Lake Forest, CA 92609

ADT Security Services, Inc.
P. O. Box 371956
Pittsburgh, CA 95250-7956

Affiliated Food Southwest
c/o Acosta Sales & Marketing
5301 Warden Rd., Suite H-1
Little Rock, AR 72116

CREDITOR MAILING LIST

Alliant Group
Three Riverway
Suite 1400
Houston, TX 77056

Antonetti, Price & Kuzma, Inc.
704 Florsheim Drive
Suite 12
Libertyville, IL 60048

Associated Laboratories
806 North Batavia
Orange, CA 92868

Bell Flavors
3533 Paysphere Circle
Chicago, IL 60674-3533

Bird, Marella Corp.
1875 Century Park East
Twenty-Third Floor
Los Angeles, CA 90067-2561

Biz Computer
17211 Chatsworth Street, #24
Granada Hills, CA 91344

Blue Shield of California
File 55331
Los Angeles, CA 90074

BP Energy Company
BP Energy-Lockbox #0112130
Collections Center Drive
Chicago, IL 60693-8119

Brenntag Pacific
10747 Patterson Place
Santa Fe Springs, CA 90670

C&H Distributors, Inc.
22133 Network Place
Chicago, IL 60673-1133

Cal-Con Transportation Service
P. O. Box 347
Norwalk, CA 90651-0347

Cal Olympic Safety
1720 Delilah Street
Corona, CA 92879-1893

Campbell Wrapper Corp.
1415 Fortune Avenue
De Pere, WI 54115

CREDITOR MAILING LIST

Cargill Salt
P. O. Box 100336
Pasadena, CA 91189

Chem Pro Laboratory, Inc.
941 W. 190th Street
Gardena, CA 90248-4398

CHS/Legacy Foods
P. O. Box 1099
Hutchinson, KS 67504-1099

Conney Safety
P. O. Box 44575
Madison, WI 53744-4575

Covalence Specialty Films
Dept. LA 21405
Pasadena, CA 91185-1405

Curley Wholesale
P. O. Box 15164
Santa Ana, CA 92735-0164

Dart Container Corporation
Attn: Paul Darling/Credit Dept.
500 Hogsback Road
Mason, MI 48854

Diversity Law Group
44 S. Flower Street
Suite 1370
Los Angeles, CA 90071

E.T. Horn
P. O. Box 1238
La Mirada, CA 90637

Ecolab
P. O. Box 100512
Pasadena, CA 91189-0512

Elite Spice Inc.
P. O. Box 8500 (S-1025)
Philadelphia, PA 19178-1025

Exel Transportation
P. O. Box 1581
Anaheim, CA 92815-1581

Ferrellgas
P. O. Box 173940
Denver, CO 80217-3940

CREDITOR MAILING LIST

Flavor House, Inc.
9516 Commerce Way
P. O. Box 997
Adelanto, CA 92301

Foodtopia, Inc.
11 Harristown Road
Glen Rock, NJ 07452

Golden Eagle Insurance
P. O. Box 85834
San Diego, CA 92186

Golden West Dental & Vision
P. O. Box 5243
Oxnard, CA 93031

Grainger
Dept. 440-805266764
Palatine, IL 60038-0001

Grub & Ellis Company
4675 MacArthur Court
Suite 1600
Newport Beach, CA 92660

HUB Group Associates, Inc.
P. O. Box 51572
Los Angeles, CA 90051-5872

InforLink Screening Services
9201 Oakdale Avenue
Suite 100
Chatsworth, CA 91311-6520

Intertape Polymer Corp
Dept. 72201
P. O. Box 67000
Detroit, MI 48267-0722

Irvine Ranch Water District
P. O. box 57500
Irvine, CA 92619-7500

Kaiser Foundation Health Plan
File 5915
Los Angeles, CA 90074-5915

Kaiser Permanente
California Service Center
P. O. Box 23250
San Diego, CA 92193-3250

Kaiser Industrial Tech
P. O. Box 25356

CREDITOR MAILING LIST

Santa Ana, CA 92799-5356

KDA Express
14522 Grayland Ave
Norwalk, CA 90650

K-One Pest Control
1157 S. Crenshaw Blvd.
Los Angeles, CA 90019

Label House
20512 Crescent Bay Dr., Suite 108
Lake Forest, CA 92630

Lexmar Distribution, Inc.
200 Eric Street
Pomona, CA 91768

Liu & Liu Attorneys at Law
Citygroup Center, Suite 1750
444 South Flower Street
Los Angeles, CA 90071

Lorenza Venegas
4518 W. Possey Street
Santa Ana, CA 92704

McMaster
P. O. Box 7690
Chicago, IL 60680-7690

Minyard Food Store
P. O. Box 518
Coppell, TX 75019

Mitsubishi Int'l Food Ing. Inc.
13445 Collections Center Dr.
Chicago, IL 60693

Mutual of Omaha
P. O. Box 541070
Los Angeles, CA 90054-1070

Myers Forklift, Inc.
3044 S. Kilson Dr.
Santa Ana, CA 92707-4294

Neufeld Law Group
360 East Second Street, Suite 703
Los Angeles, CA 90012

Osiel Flores
300 E. Chestnut Ave #C
Santa Ana, CA 92701

CREDITOR MAILING LIST

P. Chan & Edward Inc.
300 S. Harbor Blvd., Suite 704
Anaheim, CA 92805

Pacer Global Logistics
P. O. Box 71-1805
Columbus, OH 73271-1805

Pacific Spice Company
6430 E. Slauson Ave.
City of Commerce, CA 90040

Pearson Sales Company, Inc.
P. O. Box 1458
Baldwin Park, CA 91706

Polypro International Inc.
7300 Metro Blvd., Suite 57
Minneapolis, MN 55439

Praxair Distribution
Dept LA 21511
Pasadena, CA 91185-1511

Preferred Paper Co.
2536 E. Fender Ave, H
Fullerton, CA 92831

Rosalia Sanchez
309 S. Birch Street #20
Santa Ana, CA 92707

Ross Pallets, Inc.
P. O. Box 6942
Orange, CA 92863

Ryder Transportation Services
Lockbox File 56347
Los Angeles, CA 90074-6347

Safety Kleen Corporation
P. O. Box 7170
Pasadena, CA 91109-7170

Schneider National Inc.
2567 PaySphere Circle
Chicago, IL 60674-2567

Seaway Transportation International
19671 Beach Blvd., Suite 320
Huntington Beach, CA 92648

Sensient Flavors Inc.
Box 88035
Milwaukee, WI 53288-0035

CREDITOR MAILING LIST

Sethness Products Co.
3422 W. Touhy Ave.
Chicago, IL 60645

Smurfit-Stone
185 North Smith Ave.
Corona, CA 92878

Southern CA Boiler
5331 Business Drive
Huntington Beach, CA 92649

Southern California Gas Co.
P. O. Box C
Monterey Park, CA 91756

Sterling Commerce NSD
Network Services Division
P. O. Box 73199
Chicago, IL 60673

Superior Multi-Packaging Ltd.
7 Benoi Sector
Singapore, 629842

T. "N" M Pallet Co.
2660 Pomona Blvd.
Pomona, CA 91766

T. Hasegawa USA Inc.
14017 E. 183rd Street
Cerritos, CA 90701

Tate & Lyle Americas
2200 E. Eldorado St.
Decatur, IL 62525

Telepacific Communications
P.O. Box 526015
Sacramento, CA 95852-6015

The Guardian Life Insurance Company
10880 Wilshire Blvd., Suite 800
Los Angeles, CA 90024

The Label Company
1511 East Edinger
Santa Ana, A 92705

The Principal Financial Group
P.O. Box 2000
Mason City, IA 50402

CREDITOR MAILING LIST

Thompson Industrial Supply Inc.
P.O. Box 1299
Rancho Cucamonga, CA 91729-1299

TK Transport Services
907 E. 236th Street
Carson, CA 90745

Union Chermicar America, Inc.
25781 Atlantic Ocean Dr.
Lake Forrest, CA 92630

Van Drunen Farms
P.O. Box 92170
Elk Grove, IL 60009

Vintage Packaging
26521 San Torini Road
Mission Viejo, CA 92692

Vivion
929 Bransten Road
San Carlos, CA 94070-4021

Waste Management of O.C.
P.O. Box 78251
Phoenix, AZ 85062-8251

Western Switches Controls Inc.
750 Challenger Street
Brea, CA 92821

Worlee N. America
20 Potash Rd.
Oakland, NJ 07436-3126

Yamasa Corp. USA
3480 Torrance Blvd., # 226
Torrance, CA 90503-5808

Party Name, Address and Telephone Number <i>(CA State Bar No. If Applicable)</i> Solafide, Inc. c/o Marsha A. Houston (SBN 129956) Reed Smith LLP 355 South Grand Avenue, Suite 2900 Los Angeles, CA 90071-1514 213.457.8000	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Solafide, 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*):

14524 Myford Road
Irvine, CA 92606

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

14524 Myford Road
Irvine, CA 92606

3. Disclose the current business address(es) for all corporate officers:

14524 Myford Road
Irvine, CA 92606

4. Disclose the current business address(es) where the Debtor's books and records are located:

14524 Myford Road
Irvine, CA 92606

In re Solafide, 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:

14524 Myford Road
Irvine, CA 92606

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):

Victor Sim
Chief Executive Officer
14524 Myford Road
Irvine, CA 92606

8. Total number of attached pages of supporting documentation: 0

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 8th day of May, 20 08, at Irvine, California.

Victor Sim
Type Name of Officer

/s/
Signature of Declarant

Chief Executive Officer
Position or Title of Officer