

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Sunpods Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-3791504	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): 615 Dado Street San Jose, CA ZIP Code 95131	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Santa Clara	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code

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

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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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 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).
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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.

Estimated Number of Creditors

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$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

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$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

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Sunpods Inc.
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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:

<p style="text-align: center;">Exhibit A</p> <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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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 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):
Sunpods 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/ Drew Henwood
Signature of Attorney for Debtor(s)

Drew Henwood 184529
Printed Name of Attorney for Debtor(s)

The Law Offices of Drew Henwood
Firm Name

93 Devine Street, Suite 100
San Jose, CA 95110-2405

Address

Email: henwood.drew@gmail.com

408-279-2730 Fax: 408-279-2735
Telephone Number

December 20, 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 Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Dan Jaeger
Signature of Authorized Individual

Dan Jaeger
Printed Name of Authorized Individual

Title of Authorized Individual
December 20, 2012
Date

United States Bankruptcy Court
Northern District of California

In re Sunpods 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>
AEE Solar 775 Fiero Lane, Suite 200 San Luis Obispo, CA 93401	AEE Solar 775 Fiero Lane, Suite 200 San Luis Obispo, CA 93401	Vendor		6,561.81
Board of Equalization Centralized Collection 450 N Street Mic 25 Sacramento, CA 95814-4311	Board of Equalization Centralized Collection 450 N Street Mic 25 Sacramento, CA 95814-4311	Sales Tax from 1/1/2011 to 12/31/2011		43,048.00
BYD America Corporation 1800 s Figueroa Street Los Angeles, CA 90015	BYD America Corporation 1800 s Figueroa Street Los Angeles, CA 90015	Vendor		47,835.00
Contractor's & Builders, Inc. Eastridge Personnel of LV Inc. PO Box 843209 Los Angeles, CA 90084-3209	Contractor's & Builders, Inc. Eastridge Personnel of LV Inc. PO Box 843209 Los Angeles, CA 90084-3209	Staff agency for a Nevada State Collecge project		17,098.80 (0.00 secured)
ElectronVault 17287 Skyline Blvd, PMB 42 Redwood City, CA 94062	ElectronVault 17287 Skyline Blvd, PMB 42 Redwood City, CA 94062	Vendor		30,030.00
Ford Motor Credit Company LLC 260 Interstate N Parkway NW Atlanta, GA 30339	Ford Motor Credit Company LLC 260 Interstate N Parkway NW Atlanta, GA 30339	2010 Ford F150. 86,887 miles		16,586.00 (0.00 secured)
Franchise Tax Board PO Box 942857 Sacramento, CA 94257	Franchise Tax Board PO Box 942857 Sacramento, CA 94257	State tax years 11/2009, 11/2010 and 11/2011		40,831.01
GroSolar Resource Options, Inc. PO Box 674479 Detroit, MI 48267-4479	GroSolar Resource Options, Inc. PO Box 674479 Detroit, MI 48267-4479	Vendor		26,356.21
Hanson Bridgett, LLP. 950 Tower Lane, Suite 925 San Mateo, CA 94404	Hanson Bridgett, LLP. 950 Tower Lane, Suite 925 San Mateo, CA 94404	Legal Services		18,048.44
Midnite Solar 14000 Burn Road Arlington, WA 98223	Midnite Solar 14000 Burn Road Arlington, WA 98223	Vendor		10,623.59

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>
Phono Solar 2319 Timberloch Place, Suite D Spring, TX 77380	Phono Solar 2319 Timberloch Place, Suite D Spring, TX 77380	Vendor		27,007.91
Randrick O'Dea & Tooliatos, LLP 5000 Hopyard Rd., Suite D	Randrick O'Dea & Tooliatos, LLP 5000 Hopyard Rd., Suite D			18,048.44
Real Goods Solar 1968 Junction Ave San Jose, CA 95131	Real Goods Solar 1968 Junction Ave San Jose, CA 95131	Vendor		5,739.96
SCAFCO Steel Stud Manufacturing Co. PO Box 11215 Spokane, WA 99211-1215	SCAFCO Steel Stud Manufacturing Co. PO Box 11215 Spokane, WA 99211-1215	Vendor		89,991.29
Screen Tech c/o Jason Bartoli 470 Needles Drive San Jose, CA 95112	Screen Tech c/o Jason Bartoli 470 Needles Drive San Jose, CA 95112	Vendor		7,688.40
Shen Wei USA Inc. Prefer Solar Inc. 33278 Central Avenue Union City, CA 94587	Shen Wei USA Inc. Prefer Solar Inc. 33278 Central Avenue Union City, CA 94587	Vendor		17,700.00
Sumec North America, Inc. 2319 Timberloch Place, Suite D Spring, TX 77380	Sumec North America, Inc. 2319 Timberloch Place, Suite D Spring, TX 77380	Vendor		25,080.00
SunState Equipment Co. PO Box 52581 Phoenix, AZ 85072-2581	SunState Equipment Co. PO Box 52581 Phoenix, AZ 85072-2581	Vendor		7,268.36
WESCO 2800 Mead Avenue Santa Clara, CA 95051	WESCO 2800 Mead Avenue Santa Clara, CA 95051	Vendor		7,547.35
White Cap Construction Supply 595 Brennan Street San Jose, CA 95131	White Cap Construction Supply 595 Brennan Street San Jose, CA 95131	staff agency on a Nevada State College project.		15,000.00 (0.00 secured)

In re Sunpods Inc.
Debtor(s)

Case No. _____

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

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

I, the 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 December 20, 2012

Signature /s/ Dan Jaeger
Dan Jaeger

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.

Sunpods Inc. -

AEE Solar
775 Fiero Lane, Suite 200
San Luis Obispo, CA 93401

AT&T Mobility
PO Box
San Jose, CA 95129

Board of Equalization
Centralized Collection
450 N Street Mic 25
Sacramento, CA 95814-4311

BYD America Corporation
1800 s Figueroa Street
Los Angeles, CA 90015

California Choice
PO Box 7088
Orange, CA 92863-7088

Coface Collections North America, Inc.
PO Box 1389
Kenner, LA 70063

Coface Collections North America, Inc.
P.O. Box 1389
Kenner, LA 70063

Contractor's & Builders, Inc.
Eastridge Personnel of LV Inc.
PO Box 843209
Los Angeles, CA 90084-3209

Sunpods Inc. -

DC Power Systems
1500 Valley House Drive, Suite 210
Rohnert Park, CA 94928

DPW Solar Corporation
4000 B Vassar Drive NE
Albuquerque, NM 87107

ElectronVault
17287 Skyline Blvd, PMB 42
Redwood City, CA 94062

Farmers Insurance
PO Box 894731
Los Angeles, CA 90189

Ford Motor Credit Company LLC
260 Interstate N Parkway NW
Atlanta, GA 30339

Franchise Tax Board
PO Box 942857
Sacramento, CA 94257

Freightquote.com
1495 Paysphere Circle
Chicago, IL 60674

GroSolar Resource Options, Inc.
PO Box 674479
Detroit, MI 48267-4479

Sunpods Inc. -

GT Waste Services, Inc.
1333 Oakland Road
San Jose, CA 95112

Hanson Bridgett, LLP.
950 Tower Lane, Suite 925
San Mateo, CA 94404

HCA Equipment Finance, LLC
800 Connecticut Ave
Norwalk, CT 06854

High Five Partners, LLC.
California Limited Liability Company
128 Component Drive
San Jose, CA 95131

M.E. Fox & Company, Inc.
128 Component Drive
San Jose, CA 95131

Midnite Solar
14000 Burn Road
Arlington, WA 98223

Murphy, Pearson, Bradley & Feeney, P.C.
88 Kearney Street, 10th floor
San Francisco, CA 94108

NCO Financial Systems, Inc.
507 Financial Systems, Inc.
Horsham, PA 19044

Sunpods Inc. -

Pacific West Security Inc.
1587 Schallenberger Road
San Jose, CA 95131

Phono Solar
2319 Timberloch Place, Suite D
Spring, TX 77380

Randrick O'Dea & Tooliatos, LLP
5000 Hopyard Rd., Suite D

Real Goods Solar
1968 Junction Ave
San Jose, CA 95131

SCAFCO Steel Stud Manufacturing Co.
PO Box 11215
Spokane, WA 99211-1215

Screen Tech
c/o Jason Bartoli
470 Needles Drive
San Jose, CA 95112

Shen Wei USA Inc.
Prefer Solar Inc.
33278 Central Avenue
Union City, CA 94587

Soligent, LLC
1500 Valley House Drive. Suite 210
Rohnert Park, CA 94928

Sunpods Inc. -

Sumec North America, Inc.
2319 Timberloch Place, Suite D
Spring, TX 77380

SunState Equipment Co.
PO Box 52581
Phoenix, AZ 85072-2581

Transerve, Inc
2040 Diana Avenue
Morgan Hill, CA 95037

US Solar
1644 Main Avenue
Sacramento, CA 95838

WESCO
2800 Mead Avenue
Santa Clara, CA 95051

White Cap Construction Supply
595 Brennan Street
San Jose, CA 95131

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

In re **Sunpods Inc.**
Debtor(s)

Case No. _____
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Sunpods Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

December 20, 2012
Date

/s/ Drew Henwood
Drew Henwood 184529
Signature of Attorney or Litigant
Counsel for **Sunpods Inc.**
The Law Offices of Drew Henwood
93 Devine Street, Suite 100
San Jose, CA 95110-2405
408-279-2730 Fax:408-279-2735
henwood.drew@gmail.com