

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Cycle Shack, 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) 94-1752033	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): 1104 San Mateo Ave. South San Francisco, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 94080-6602	ZIP Code
County of Residence or of the Principal Place of Business: San Mateo	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
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 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 type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 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 type="checkbox"/>	<input checked="" 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): Cycle Shack, 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 with 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):

Cycle Shack, 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/ Iain A. Macdonald
Signature of Attorney for Debtor(s)

Iain A. Macdonald 051073
Printed Name of Attorney for Debtor(s)

Macdonald Fernandez LLP
Firm Name

221 Sansome Street, 3rd Floor
San Francisco, CA 94104

Address

(415) 362-0449 Fax: (415) 394-5544
Telephone Number

April 14, 2015
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/ Homer H. Dyer
Signature of Authorized Individual

Homer H. Dyer
Printed Name of Authorized Individual

President
Title of Authorized Individual

April 14, 2015
Date

United States Bankruptcy Court
Northern District of California

In re CYCLE SHACK, INC.

Debtor

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE
PETITION

I, Homer H. Dyer, declare under penalty of perjury that I am the President and Chairman of Cycle Shack, Inc., and that the following is a true and correct copy of the resolutions adopted by the Directors of said Company at a special meeting duly called and held on the ___ day of April, 2015.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Homer H. Dyer, President and Chairman of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the Company, and

Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company of this Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case, and

Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the Company in such bankruptcy case."

Date APRIL 14, 2015

Signed Homer H. Dyer
Homer H. Dyer, President and Chairman of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed Grove W. Hoover
Grove W. Hoover, Vice President of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed Steven A. Reddy
Steven A. Reddy, Secretary of
Cycle Shack, Inc.

Resolution of Board of Directors of
CYCLE SHACK, INC.

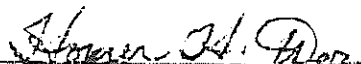
Whereas, it is in the best interest of this Company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code,

Be It Therefore Resolved, that Homer H. Dyer, President and Chairman of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

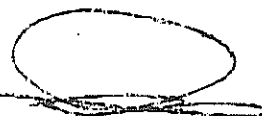
Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case, and

Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the corporation in such bankruptcy case.

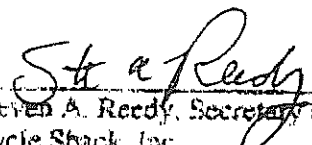
Date APRIL 14, 2015

Signed 
Homer H. Dyer, President and Chairman of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Grove W. Hoover, Vice President of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Steven A. Reedy, Secretary of
Cycle Shack, Inc.

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

In re CYCLE SHACK, INC.

Debtor

Case No. 11
Chapter _____

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

A special meeting of the Board of Directors of Cycle Shack, Inc. was held on April 14, 2015, at SO. SAN FRANCISCO, CALIF.. The following Directors were present at the meeting.

<u>Name:</u>	<u>Attended:</u>
Homer H. Dyer	<input checked="" type="checkbox"/> In Person <input type="checkbox"/> By Telephone
Steven A. Reedy	<input type="checkbox"/> In Person <input checked="" type="checkbox"/> By Telephone
Grove W. Hoover	<input checked="" type="checkbox"/> In Person <input type="checkbox"/> By Telephone
	<input type="checkbox"/> In Person <input type="checkbox"/> By Telephone
	<input type="checkbox"/> In Person <input type="checkbox"/> By Telephone
	<input type="checkbox"/> In Person <input type="checkbox"/> By Telephone

Homer H. Dyer, President and Chairman of Cycle Shack, Inc., called the meeting to order and announced that the meeting was held pursuant to written waiver of notice and consent to the holding of the meeting. It was then moved, seconded and resolved to dispense with the reading of the minutes of the last meeting. Upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;


Be It Therefore Resolved, that Homer H. Dyer, President and Chairman of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case, and


Be It Further Resolved, that Homer H. Dyer, President and Chairman of this Company is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the corporation in such bankruptcy case.

There being no further business to come before the meeting, the meeting was duly adjourned.

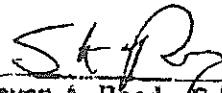
Date APRIL 14, 2015

Signed 
Homer H. Dyer, President and Chairman of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Grove W. Hoover, Vice President of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Steven A. Reedy, Secretary of
Cycle Shack, Inc.

United States Bankruptcy Court
Northern District of California

In re


Debtor

Case No.
Chapter

**WAIVER OF NOTICE AND CONSENT OF HOLDING AND
SPECIAL MEETING OF BOARD OF DIRECTORS**

The undersigned Directors of Cycle Shack, Inc. hereby waive notice of and consent to the holding of a special meeting on the ___ day of April 2015, at _____, and agree that business transacted at the meeting shall be as valid and legal and have the same force and effect as though that meeting were held after notice duly given.

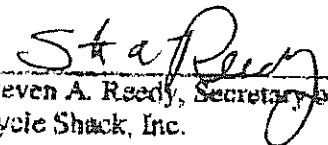
Date APRIL 14, 2015

Signed 
Homer H. Dyer, President and Chairman of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Grove W. Hoover, Vice President of
Cycle Shack, Inc.

Date APRIL 14, 2015

Signed 
Steven A. Reedy, Secretary of
Cycle Shack, Inc.

United States Bankruptcy Court
Northern District of California

In re Cycle Shack, 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>
Alan Baker Company Attn: Rich / Dan P.O. Box 2128 South San Francisco, CA 94083	Rich / Dan Alan Baker Company Attn: Rich / Dan P.O. Box 2128 South San Francisco, CA 94083 650-589-5515			344.44
American Packaging 1515 Alvarado St. San Leandro, CA 94577	Charlene Wells / Deborah Cates American Packaging 1515 Alvarado St. San Leandro, CA 94577 510-877-9018			695.80
Applied Industrial TEC 187 Utah Ave. South San Francisco, CA 94080	Applied Industrial TEC 187 Utah Ave. South San Francisco, CA 94080 650-873-1170			506.73
BHJ Bay City Screw and Bolt Attn: Ken Fuller 1651 Atlantic Court Union City, CA 94587	Ken Fuller BHJ Bay City Screw and Bolt Attn: Ken Fuller Union City, CA 94587 510-797-1562			582.54
C & S Properties 1104 San Mateo Ave. South San Francisco, CA 94080	C & S Properties 1104 San Mateo Ave. South San Francisco, CA 94080 650-583-7014			352,000.00
Coop Engineering Attn: Jeff 12930 Lakeland Rd. Santa Fe Springs, CA 90670-4517	Jeff Coop Engineering Attn: Jeff 12930 Lakeland Rd. Santa Fe Springs, CA 90670-4517 562-944-4510			4,089.62

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>
Department of Toxic Substances Control Attn: Deborah O. Raphael, Director 10014 "I" St. P.O. Box 806 Sacramento, CA 95812-0806	Stephanie Lai, Esq. Department of Toxic Substances Control Attn: Deborah O. Raphael, Director 10014 "I" St. Sacramento, CA 95812-0806 510-540-3884	Judgment Entered Pursuant to Stipulation San Francisco County Superior Court Case No. CGC-12-525294		569,000.00
Earle M. Jorgenson Company Attn: Jay P.O. Box 79015 City of Industry, CA 91716-9015	Jay Earle M. Jorgenson Company Attn: Jay P.O. Box 79015 City of Industry, CA 91716-9015 800-972-0655			453.00
Environmental Recovery Services 15902 S. Main St. Gardena, CA 90248	Environmental Recovery Services 15902 S. Main St. Gardena, CA 90248 562-427-7277			1,061.04
Evoqua Water Technologies LLC P.O. Box 360766 Pittsburgh, PA 15250-6766	Evoqua Water Technologies LLC P.O. Box 360766 Pittsburgh, PA 15250-6766 800-466-7873			522.00
Harley-Davidson Motor Company, Inc. 3700 W. Juneau Ave. Milwaukee, WI 53208	Harley-Davidson Motor Company, Inc. 3700 W. Juneau Ave. Milwaukee, WI 53208 800-258-2464	Arbitration Award		120,000.00
Marfred Industries a Division of Landsberg 8311 Central Ave. Newark, CA 94560-3433	Angela Marfred Industries a Division of Landsberg 8311 Central Ave. Newark, CA 94560-3433 510-887-3000 x 159			577.10
Norton Industries Attn: Ted Bulotti 20670 Corsair Hayward, CA 94545-1008	Ted Bulotti Norton Industries Attn: Ted Bulotti 20670 Corsair Hayward, CA 94545-1008 510-786-3638			405.01
Pipelyne Attn: Dean 385 Lincoln Ave. San Jose, CA 95126	Dean Pipelyne Attn: Dean 385 Lincoln Ave. San Jose, CA 95126 408-279-2307			466.20
Rago & Son Inc. 1029 51st Ave. Oakland, CA 94601	Nick Rago Rago & Son Inc. 1029 51st Ave. Oakland, CA 94601 510-536-5700			1,500.00

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>
Republic Indemnity Company of America P.O. Box 51060 Los Angeles, CA 90051-5360	Republic Indemnity Company of America P.O. Box 51060 Los Angeles, CA 90051-5360 800-662-1485			2,318.00
So. San Francisco Scavengers 500 E. Jamie Ct. South San Francisco, CA 94080	So. San Francisco Scavengers 500 E. Jamie Ct. South San Francisco, CA 94080 650-589-4020			395.64
T&M Products Inc. dba CDMS Chemical Data Mgmt Attn: Michele McSweeney 6515 Trinity Ct., Ste. 201 Dublin, CA 94568	Michelle McSweeney T&M Products Inc. dba CDMS Chemical Data Mgmt Attn: Michele McSweeney Dublin, CA 94568 925-551-7300			716.00
The Arnold Law Practice One Sansome St. Suite 3500 San Francisco, CA 94104	The Arnold Law Practice One Sansome St. Suite 3500 San Francisco, CA 94104 925-284-8887			1,599.78
Western Tube & Conduit Attn: Roger / Kim P.O. Box 2720 Long Beach, CA 90801-2720	Roger or Kim Western Tube & Conduit Attn: Roger / Kim P.O. Box 2720 Long Beach, CA 90801-2720 800-310-3150			7,616.91

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

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

Date April 14, 2015Signature /s/ Homer H. Dyer

Homer H. Dyer
President

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

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

In re Cycle Shack, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Grove W. Hoover 816 Murchison Dr. Millbrae, CA 94030-3026	Common		40%
Homer H. Dyer 60 Mariner Green Dr. Corte Madera, CA 94925-2044	Common		20%
Steven A. Reedy 8455 Moss Court Granite Bay, CA 95746	Common		40%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date April 14, 2015

Signature /s/ Homer H. Dyer
Homer H. Dyer
President

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

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

In re **Cycle Shack, Inc.**

Debtor(s)

Case No.

Chapter

11

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 6 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **April 14, 2015**

/s/ Iain A. Macdonald

Signature of Attorney

Iain A. Macdonald 051073

Macdonald Fernandez LLP

221 Sansome Street, 3rd Floor

San Francisco, CA 94104

(415) 362-0449 Fax: (415) 394-5544

Internal Revenue Service
Post Office Box 7346
Philadelphia, PA 19101

Franchise Tax Board
Bankruptcy Section, MS A-340
Post Office Box 2952
Sacramento, CA 95812

Air Liquide America Specialty Cases, LLC
Attn: John Barry
P.O. Box 301046
Dallas, TX 75303-1046

Alan Baker Company
Attn: Rich / Dan
P.O. Box 2128
South San Francisco, CA 94083

American Packaging
1515 Alvarado St.
San Leandro, CA 94577

Ameripride Services, Inc.
P.O. Box 232150
Sacramento, CA 95823-2150

Applied Industrial TEC
187 Utah Ave.
South San Francisco, CA 94080

AT&T U-Verse
Post Office Box 5014
Carol Stream, IL 60197

BHJ
Bay City Screw and Bolt
Attn: Ken Fuller
1651 Atlantic Court
Union City, CA 94587

C & S Properties
1104 San Mateo Ave.
South San Francisco, CA 94080

California Water Service
341 N. Delaware St.
San Mateo, CA 94401-1727

Chadpak Co., Inc.
Attn: Lee
16141 Covello St.
Van Nuys, CA 91406

Coop Engineering
Attn: Jeff
12930 Lakeland Rd.
Santa Fe Springs, CA 90670-4517

Department of Toxic Substances Control
Attn: Deborah O. Raphael, Director
10014 "I" St.
P.O. Box 806
Sacramento, CA 95812-0806

Earle M. Jorgenson Company
Attn: Jay
P.O. Box 79015
City of Industry, CA 91716-9015

Environmental Recovery Services
15902 S. Main St.
Gardena, CA 90248

Evoqua Water Technologies LLC
P.O. Box 360766
Pittsburgh, PA 15250-6766

Foley & Lardner LLP
Attn: A. Joel Richlin, Esq.
555 South Flower St.
Ste. 3500
Los Angeles, CA 90071-2411

Grove W. Hoover
816 Murchison Dr.
Millbrae, CA 94030-3026

Harley-Davidson Motor Company, Inc.
3700 W. Juneau Ave.
Milwaukee, WI 53208

Homer H. Dyer
60 Mariner Green Dr.
Corte Madera, CA 94925-2044

Johnson Industrial Supply Co.
2433 South Cherry Ave.
Fresno, CA 93706

KBC Tools & Machinery
1021 S. Placentia Ave.
Fullerton, CA 92831

Marfred Industries
a Division of Landsberg
8311 Central Ave.
Newark, CA 94560-3433

Neofunds by Neopost
P.O. Box 30193
Tampa, FL 33630-3193

Norton Industries
Attn: Ted Bulotti
20670 Corsair
Hayward, CA 94545-1008

Pipelyne
Attn: Dean
385 Lincoln Ave.
San Jose, CA 95126

Praxair Distribution Inc.
P.O. Box 9213
Des Moines, IA 50306-9213

Rago & Son Inc.
1029 51st Ave.
Oakland, CA 94601

Reinhart Boerner Van Dueren s.c.
1000 North Water St.
Ste. 1700
Milwaukee, WI 53202

Republic Indemnity Company of America
P.O. Box 51060
Los Angeles, CA 90051-5360

RS Performance Coatings
165 B Constitution Dr.
Menlo Park, CA 94025

So. San Francisco Scavengers
500 E. Jamie Ct.
South San Francisco, CA 94080

Solistics
P.O. Box 2440
Costa Mesa, CA 92628

Staples Credit Plan
Attn: Dept. 51-7861340890
P.O. Box 689020
Des Moines, IA 50368-9020

State of California Dept. of Justice
Attn: Laura J. Zuckerman, Esq.
1515 Clay Street, 20th Flr.
P.O. Box 70550
Oakland, CA 94612-0550

Steven A. Reedy
8455 Moss Court
Granite Bay, CA 95746

T&M Products Inc.
dba CDMS Chemical Data Mgmt
Attn: Michele McSweeney
6515 Trinity Ct., Ste. 201
Dublin, CA 94568

The Arnold Law Practice
One Sansome St.
Suite 3500
San Francisco, CA 94104

United Parcel Service
P.O. Box 894820
Los Angeles, CA 90189-4920

Western Tube & Conduit
Attn: Roger / Kim
P.O. Box 2720
Long Beach, CA 90801-2720

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

In re Cycle Shack, 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 Cycle Shack, 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*]

April 14, 2015

Date

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Signature of Attorney or Litigant
Counsel for Cycle Shack, Inc.

Macdonald Fernandez LLP

221 Sansome Street, 3rd Floor

San Francisco, CA 94104

(415) 362-0449 Fax:(415) 394-5544