

BL (Official Form 101(08))

<b>United States Bankruptcy Court District of Kansas</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>SunBridge Capital, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>AKA Commercial Leasing Corporation; FKA Commercial Leasing Corporation of Kansas</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
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Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>74-2847968</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
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Street Address of Debtor (No. and Street, City, and State): <b>4350 Shawnee Mission Pkwy, Ste 300 Mission, KS</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>66205</b>	ZIP Code

County of Residence or of the Principal Place of Business: <b>Johnson</b>	County of Residence or of the Principal Place of Business:
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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):

<p><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p><b>Nature of Business</b> (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (SARE)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 (Petition for Recognition of a Foreign Main Proceeding)</p> <p><input type="checkbox"/> Chapter 15 (Petition for Recognition of a Foreign Nonmain Proceeding)</p> <hr/> <p><b>Nature of Debts</b> (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(b) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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 100(b). See Official Form 3A</p> <p><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.</p>	<p>Check one box: <b>Chapter 11 Debtors</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51E).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p><b>Statistical/Administrative Information</b></p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p> <p><b>Estimated Number of Creditors</b></p> <p><input type="checkbox"/> 1-49    <input type="checkbox"/> 50-99    <input type="checkbox"/> 100-199    <input checked="" type="checkbox"/> 200-999    <input type="checkbox"/> 1,000-5,000    <input type="checkbox"/> 5,001-10,000    <input type="checkbox"/> 10,001-25,000    <input type="checkbox"/> 25,001-50,000    <input type="checkbox"/> 50,001-100,000    <input type="checkbox"/> OVER 100,000</p> <p><b>Estimated Assets</b></p> <p><input checked="" type="checkbox"/> 50 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 type="checkbox"/> \$1,000,001 to \$5 million    <input type="checkbox"/> \$5,000,001 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> <p><b>Estimated Liabilities</b></p> <p><input type="checkbox"/> 50 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 type="checkbox"/> \$1,000,001 to \$5 million    <input type="checkbox"/> \$5,000,001 to \$10 million    <input type="checkbox"/> \$10,000,001 to \$50 million    <input checked="" 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>	<p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>SunBridge Capital, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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 <input type="checkbox"/> 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. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			



**CERTIFICATE OF SECRETARY OF SUNBRIDGE CAPITAL, INC.**

The undersigned, Craig Meegan, hereby certifies that:

(A) he is the duly elected, qualified and acting Secretary of Sunbridge Capital, Inc., a Kansas corporation (the "Company"), and as such is familiar with the books and records of the Company;

(B) attached hereto as Exhibit A is a true and correct copy of a resolution adopted by the Directors of the Company as of April 6, 2009; and

(C) such resolution has not been amended or revoked and remains in full force and effect.

**IN WITNESS WHEREOF** the undersigned has executed this certificate this 6<sup>th</sup> day of April, 2009.

By:   
Craig Meegan, Secretary

***SUNBRIDGE CAPITAL, INC.***

**ACTION OF DIRECTORS BY UNANIMOUS  
WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING**

April 6, 2009

The undersigned, being all of the directors of Sunbridge Capital, Inc., a Kansas corporation (the "Corporation"), hereby consent to the adoption of, and do hereby adopt, the following resolutions and declare them to be in full force and effect as if they were adopted at a special meeting of the directors that was duly called, noticed and held:

**Recitals:**

A. On December 24, 2008, the Corporation immediately ceased active business activities and began to wind-down its business operations.

B. On March 20, 2009, certain entities filed an involuntary Chapter 7 bankruptcy petition against the Corporation in the United States Bankruptcy Court for the District of Kansas (the "**Bankruptcy Court**"), Case No. 09-20747 (the "**Involuntary Case**").

C. After examining all of options available to the Corporation, the undersigned hereby consent to the following resolutions.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that in the judgment of the Board of Directors it is in the best interests of the Company, its creditors, shareholders and other interested parties, that the Involuntary Case, be converted to a voluntary Chapter 11 under Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the "**Bankruptcy Code**");

**FURTHER RESOLVED**, that the conversion of the Involuntary Case by the Company to a voluntary Chapter 11 case under the Bankruptcy Code in the Bankruptcy Court be, and it hereby is, authorized and approved;

**FURTHER RESOLVED**, that the appropriate officers of the Company and each of them acting individually are hereby authorized in the name and on behalf of the Company to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed with the Bankruptcy Court;

**FURTHER RESOLVED**, that the appropriate officers of the Company and each of them acting individually are hereby authorized in the name and on behalf of the Company to execute and file the petitions, pleadings, schedules, lists and other papers to take any and all actions which they may deem necessary or appropriate in connection with the Chapter 11 case of the Company;

**FURTHER RESOLVED**, that the Company retain the law firm of Spencer Fane Britt & Browne LLP as bankruptcy counsel to represent the Company in connection with the aforesaid Chapter 11 case and for all other relevant purposes;


**FURTHER RESOLVED**, that the appropriate officers of the Company and each of them acting individually are hereby authorized in the name and on behalf of the Company to negotiate, execute and deliver such agreements, instruments or documents and to take such actions as any of them may approve as necessary or appropriate to carry out the intent of the foregoing resolutions;

**FURTHER RESOLVED**, that the appropriate officers of the Company and each of them acting individually are hereby authorized and directed to pay all expenses (subject to Bankruptcy Court approval, where necessary), in each case as in their judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by said officers which are necessary to effectuate the intent of the resolutions adopted herein, are hereby in all respects ratified, confirmed and approved.

**FURTHER RESOLVED**, that this Action of Directors may be executed by some or all of the parties hereto on separate counterparts, all of which, taken together, shall constitute one and the same instrument; provided, however, for the purposes of evidencing consent to the above preamble and resolutions, facsimile signatures of any director shall be accepted as original signatures.

The undersigned, being all of the directors of the Corporation, do hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

  
\_\_\_\_\_  
Irwin Blitt

\_\_\_\_\_  
Paul Fingersh

\_\_\_\_\_  
Jack Fingersh

\_\_\_\_\_  
Adrian Weber

**FURTHER RESOLVED**, that the Company retain the law firm of Spencer Fane Britt & Brown LLP as bankruptcy counsel to represent the Company in connection with the aforesaid Chapter 11 case and for all other relevant purposes;

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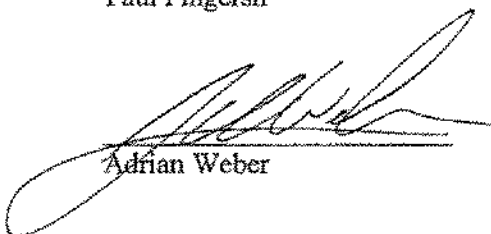
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Paul Fingersh

\_\_\_\_\_  
Jack Fingersh

  
\_\_\_\_\_  
Adrian Weber

United States Bankruptcy Court  
District of Kansas

In re SunBridge Capital, Inc.

Debtor(s)

Case No. 09-20747-DLS-7

Chapter 11

**DESIGNATION OF AGENT**

I hereby designate my attorney, whose signature, name, address, Bar No., telephone and fax numbers are set forth below, as my agent to receive service of process and service of all pleadings in all proceedings, including adversary actions and contested matters, pursuant to Bankruptcy Rule 7004(b)(8), in this Court arising in this case. This designation shall expire the 60th day after the latest of the following dates which may be applicable in this case: entry of Discharge of Debtor, the last date permitted for filing complaints objecting to discharge under 11 U.S.C. § 727 or dischargeability of debts under 11 U.S.C. § 523, or the date an order of confirmation of a Chapter 11 or Chapter 12 plan is entered.

April 5, 2009

Date

/s/ Adrian Weber

Debtor/Title:

**Adrian Weber/President and CEO**

\_\_\_\_\_  
Date

\_\_\_\_\_  
Co-Debtor:

/s/ Scott J. Goldstein KS Fed.

Attorney Signature

(Type Attorney Name, Address, Phone and  
Bar Number Below)

**Scott J. Goldstein KS Fed.**

**Spencer Fane Britt & Browne LLP**

**1000 Walnut**

**Suite 1400**

**Kansas City, MO 64106**

**(816) 474-8100 Fax: (816) 474-3216**

**Bar Number: #70505**