

United States Bankruptcy Court DISTRICT OF DELAWARE	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Telogy, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 204-95-1530	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 3200 Whipple Road, Union City, California ZIP CODE 94587	Street Address of Joint Debtor (No. and Street, City, and State): N/A ZIP CODE
County of Residence or of the Principal Place of Business: Alameda County	County of Residence or of the Principal Place of Business: N/A
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):
See Attachment A ZIP CODE

<p>Type of Debtor (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>Nature of Business (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(51B)</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>Tax-Exempt Entity (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>Chapter of Bankruptcy Code Under Which the Petition is Filed (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>Nature of Debts (Check one box.)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (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 1006(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>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</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> <p>-----</p> <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>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input checked="" 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>*Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table> <p>*Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table> <p>*Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<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"/>	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	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	\$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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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	<p>THIS SPACE IS FOR COURT USE ONLY</p>
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*All financial information contained herein is reported on a consolidated book value basis with the Debtor's affiliates. Information respecting the estimated number of creditors contained herein is reported on a consolidated basis with the Debtor's affiliates.

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Telogy, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: See Attachment A	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 See Attachment A	Case Number: Pending	Date Filed: Date Hereof	
District: District of Delaware	Relationship: Affiliate	Judge: Pending	
Exhibit A		Exhibit B	
(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.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> 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.)			
<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 party of this petition.			
Information Regarding the Debtor -- Venue (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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (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 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.			
<input type="checkbox"/> 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):
Tology, LLC

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 112 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 _____
Signature of Attorney for Debtor(s)

Robert S. Brady
Matthew B. Lunn
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801-1037
(302) 571-6600

and

John C. Longmire
Shaunna D. Jones
Andrew D. Sorkin
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

January 21, 2010
Date

*In a case 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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Gary B. Phillips
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

January 21, 2010
Date

Date

ATTACHMENT A

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

Concurrently herewith, the affiliated entity listed below (collectively, the “**Affiliated Debtor**”) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtor, together with the Affiliated Debtor, filed a motion requesting that this Court consolidate their chapter 11 cases for administrative purposes only.

e-Cycle, LLC

2. Locations of Principal Assets of the Debtor

In addition to their principal assets located at 3200 Whipple Road, Union City, California 94587, the Debtors have inventory located throughout the United States and abroad.

3. Prior Bankruptcy Filings

On November 29, 2005, Telogy, Inc. (“**Telogy**”) and e-Cycle, L.L.C. (“**eCycle**”) and together with Telogy, the “**Debtors**”) filed voluntary petitions under chapter 11 of Title 11 of the United States Code in the Northern District of California (Oakland Division) Bankruptcy Court, before the Honorable Edward D. Jellen. The cases were jointly administered under Case Number 05-49372-J. An Order Confirming the Debtors’ Fifth Amended Joint Plan of Reorganization (the “**Plan**”) dated April 13, 2006, as Amended and Supplemented, was entered on May 18, 2006. The effective date of the Plan was July 28, 2006. A final decree closing the eCycle bankruptcy case was entered on May 9, 2007 and a final decree closing the Telogy bankruptcy case was entered on December 12, 2007.

In connection with the emergence of Telogy and e-Cycle from bankruptcy, substantially all assets of Telogy and eCycle were purchased by separate entities, Telogy, LLC and e-Cycle, LLC.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of 1/14/10 ²
ETS-Lindgren, L.P. P.O. Box 841147 Kansas City, MO 64184	Ph. 512-531-6400 Fx. 512-531-6567	Trade Claim		\$6,240.00
Valuetronics International Inc. 1675 Cambridge Drive Elgin, IL 60123	Ph. 800-552-8258 Fx. 847-717-6121	Trade Claim		\$5,800.00
Communications Supply Corp. 3462 Solution Center Drive Chicago, IL 60677	Ph. 510-818-7122 Fx. 630-221-6420	Trade Claim		\$4,650.14
Abacus Products, Inc. 23155 Kidder Street Hayward, CA 94545	Ph. 510-785-9990 Fx. 510-264-3484	Trade Claim		\$3,129.06
Profit Recovery Partner, LLC 18231 West McDermott, Suite 150 Irvine, CA 92614	Ph. 949-851-2777 Fx. 949-851-0310	Trade Claim		\$1,500.00
Rohde and Schwarz, Inc. P.O. Box 5120 Carol Stream, IL 60197	Ph. 410-910-7800 Fx. 410-910-7825	Trade Claim		\$1,424.10
NBN Sports Inc. 550 Parrott Street, Suite 10 San Jose, CA 95112	Ph. 800-597-9897 Fx. 408-275-9680	Trade Claim		\$1,267.68
Flir Systems, Inc. 25 Esquire Road North Billerica, MA 01862	Ph. 800-947-8310 Fx. 978-901-8532	Trade Claim		\$1,250.00
Teseq, Inc. 52 Mayfield Avenue Edison, NJ 08837	Ph. 888-417-0501 Fx. 732-417-0511	Trade Claim		\$1,025.00
Hipotronics, Inc. P.O. Box 930609 Atlanta, GA 31193	Ph. 845-279-8091 Fx. 845-279-2467	Trade Claim		\$975.00
Choice Instruments 1049 El Monte Avenue, Unit C, #38 Mountain View, CA 94040	Ph. 650-383-5100 Fx. 650-383-5101	Trade Claim		\$750.00
Megger P.O. Box 841400 Dallas, TX 75284	Ph. 214-333-3201 Fx. 214-331-7399	Trade Claim		\$717.00
Pappas Piping Services 109 O'Toole Avenue San Jose, CA 95131	Ph. 408-922-0958 Fx. 408-922-0959	Trade Claim		\$697.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of 1/14/10 ²
Aramark Uniform Services P.O. Box 5034 Hayward, CA 94540	Ph. 800-280-9824 Fx. 818-973-2848	Trade Claim		\$413.47
Iris Power LP - Adwel 3110 American Drive, Mississauga Ontario, Canada L4V 1T2	Ph. 416-620-5600 Fx. 416-620-1995	Trade Claim		\$300.00
Fairpoint Communications, Inc. P.O. Box 11021 Lewiston, ME 04243	Ph. 866-529-1302 Fx. 704-344-8121	Trade Claim		\$192.09
National Creditors Connection, Inc. 14 Orchard Road, 2 nd Floor, Suite 200 Lake Forest, CA 92630	Ph. 800-300-0743 Fx. 800-711-6346	Trade Claim		\$140.00
Staples Advantage P.O. Box 71217 Chicago, IL 60694	Ph. 800-621-6478 Fx. 1-877-272-2127	Trade Claim		\$123.12
Bureau of Industry and Security, U.S. Department of Commerce Herbert Clark Hoover Building Office of Export Enforcement 14 th Street and Constitution Avenue, NW Room 2705 Washington, DC 20230	Thomas Madigan, Director Ph. 202-482-5079 Fx. 202-482-0085	Litigation	Contingent/ Unliquidated/ Disputed	Undetermined

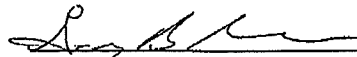
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
Telogy, LLC, :
Debtor. : Case No. 10-_____ ()
-----X

DECLARATION UNDER PENALTY OF PERJURY

I, Gary B. Phillips, Chief Executive Officer of Telogy, LLC, the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing consolidated list of the twenty largest unsecured creditors of the Debtor and its affiliated debtor and debtor in possession and that it is true and correct to the best of my information and belief.

Dated: January 2, 2010



Gary B. Phillips
Chief Executive Officer

TELOGY, LLC
(a Delaware limited liability company)

CERTIFICATE OF RESOLUTIONS

January 21, 2010

I, Mark Brandt, acting as secretary of TELOGY, LLC, a Delaware limited liability company (the "Company"), do hereby certify that (i) the following resolutions were adopted at a Special Meeting of the Board of Directors (the "Board") of the Company, duly called and held on January 21, 2010 at 4:00 PM EST and (ii) said resolutions have not been amended, modified, or rescinded and are in full force and effect as of the date hereof:

WHEREAS, the Company has engaged counsel and financial advisors to provide advice to the Company regarding its obligations to its subsidiaries, creditors, equity holders, employees, and other interested parties; and

WHEREAS, the Board has evaluated the Company's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), is advisable and in the best interests of the Company; and

WHEREAS, the Board has reviewed and discussed the terms of a proposed Asset Purchase Agreement, by and between the Company and McGrath RentCorp, substantially in the form attached hereto as Exhibit A (the "Asset Purchase Agreement"), and deems it advisable and in the best interests of the Company to enter into the Asset Purchase Agreement; and

WHEREAS, the Board has reviewed and discussed the terms of a proposed 2010 Employee Incentive Plan, substantially in the form attached hereto as Exhibit B (the "Incentive Plan"), and deems it advisable and in the best interests of the Company; and

WHEREAS, the Board has also evaluated the alternatives of e-Cycle, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company ("eCycle"), in connection with a possible restructuring and has determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code, is advisable and in the best interests of eCycle; and

WHEREAS, the independent directors of the Board separately met, discussed and approved the resolutions set forth herein without the presence of any interested directors of the Board.

NOW, THEREFORE, upon motion duly made and seconded, the Board unanimously approves and adopts the following resolutions:

IT IS HEREBY RESOLVED, that the Company shall be, and hereby is, authorized and empowered to (i) file a petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware or such other court one or more of the Designated Officers (as defined below) of the Company determine to be appropriate (the "Bankruptcy Court"), and (ii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing, including but not limited to obtaining postpetition financing or pursuing a sale of substantially all of the assets; and be it

FURTHER RESOLVED, that the Chief Executive Officer, the Chief Financial Officer, and any Senior Vice Presidents of the Company (each, a "Designated Officer" and collectively, the "Designated Officers") shall be, and each of them acting singly hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to: (i) execute and verify the Petition and all other ancillary documents, cause the Petition to be filed with the Bankruptcy Court, and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions, such approval to be conclusively established by the execution thereof by such Designated Officer; (ii) execute, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (iii) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case (the "Chapter 11 Case") in such form or forms as any such Designated Officer may approve; and be it

FURTHER RESOLVED, that all prior actions of the Company and its officers in connection with the transactions contemplated by the foregoing resolutions and the documents referenced therein be, and each of them hereby is, approved and ratified in all respects; and be it

FURTHER RESOLVED, that the Board deems it advisable and in the best interests of the Company to enter into the Asset Purchase Agreement and that the form, terms, and provisions of the Asset Purchase Agreement and any and all related agreements, amendments, documents, or instruments to be executed and delivered in connection with the transactions contemplated thereby, and performance by the Company of its obligations thereunder, including consummation of the transactions contemplated thereunder, are hereby authorized, approved, and adopted in all respects; the Asset Purchase Agreement and related documents subject to higher or otherwise better offers and subject to Bankruptcy Court approval; and be it

FURTHER RESOLVED, that the Company is hereby authorized and empowered, and each of the Designated Officers shall be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to negotiate, execute, and deliver (i) the Asset Purchase Agreement with such other

terms and provisions as such Designated Officers with the advice of counsel may deem necessary or desirable, the execution and delivery by such Designated Officers to be conclusive evidence that such Designated Officers deemed such form, terms, and provisions to be necessary or desirable; and (ii) such agreements, documents, certificates, or instruments on behalf of the Company, in order to consummate the transactions contemplated by the Asset Purchase Agreement, in such form and containing such other terms and provisions as such Designated Officers with the advice of counsel may deem necessary or desirable, the execution and delivery by such Designated Officers to be conclusive evidence that such Designated Officers deemed such form, terms, and provisions to be necessary or desirable; the Asset Purchase Agreement and related documents subject to higher or otherwise better offers and subject to Bankruptcy Court approval; and be it

FURTHER RESOLVED, that the Board deems it advisable and in the best interests of the Company to adopt the Incentive Plan and that the form, terms, and provisions of the Incentive Plan and any and all related agreements, amendments, documents, or instruments to be executed and delivered in connection with the Incentive Plan, and performance by the Company of its obligations thereunder, including the payments contemplated thereunder, are hereby authorized, approved, and adopted in all respects; the Incentive Plan and related documents subject to Bankruptcy Court approval; and be it

FURTHER RESOLVED, that eCycle shall be, and hereby is, authorized and empowered to (i) file a petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware or such other court as the Designated Officers of the Company determine to be appropriate, and (ii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing; and be it

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain Willkie Farr & Gallagher LLP (“WF&G”), located at 787 Seventh Avenue, New York, New York 10019, and Young Conaway Stargatt & Taylor, LLP (“YCS&T”), located at The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, and the law firms of WF&G and YCS&T shall be, and each hereby is, authorized, empowered, and directed to represent the Company as a debtor and debtor in possession, in connection with the Chapter 11 Case; and be it

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain Broadpoint Capital, located at East 49th Street, 31st Floor, New York, New York 10017, as financial advisor for the Company in the Chapter 11 Case; and be it

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, or brokers, in each case as in such Designated Officer's judgment may be necessary in connection with the Chapter 11 Case and other related matters, on such terms as such officer or officers shall approve; and be it


FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the Designated Officers of the Company or their designees shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments, and other documents, and to pay all expenses, including filing fees, in each case as in such Designated Officer's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that the Board hereby ratifies, confirms, approves, and adopts all acts lawfully done or actions lawfully taken, or to be taken, by the Designated Officers, or any other employee, officer, or director of the Company, in connection with the implementation of the foregoing resolutions; and be it

FURTHER RESOLVED, that the secretary and any assistant secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first written above.



Mark Brandt
Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
Telogy, LLC, : Case No. 10-_____ ()
: :
Debtor. :
-----X

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following corporate entities own directly 10% or more of Telogy LLC's equity interests:

Shareholder	Percentage of Total Shares
Telogy DDJ (Bermuda) Holdings Ltd	40.31%
DK Equipment Leasing CI Ltd	38.51%
The Prudential Insurance Company of America	13.05%


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
Telogy, LLC, : Case No. 10-_____ ()
: :
Debtor. :
-----X

DECLARATION UNDER PENALTY OF PERJURY

I, Gary B. Phillips, Chief Executive Officer of Telogy, LLC, the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing corporate ownership statement of the Debtor and that it is true and correct to the best of my information and belief.

Dated: January 21, 2010



Gary B. Phillips
Chief Executive Officer