

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

) Chapter 11

In re:)

) Case No. 09-10452 (CSS)

FOOTHILLS TEXAS, INC., *et al.*,¹)

)

Debtors.) Jointly Administered

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODS
AND DISCLAIMER REGARDING DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Foothills Texas, Inc. *et al.* (collectively, the “Debtors”) are filing their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements” and, with the Schedules, the “Schedules and Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors, with the assistance of their advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statements of Limitations, Methods and Disclaimer Regarding the Debtors’ Schedules and Statements (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, all the Schedules and Statements. These Global Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements have been prepared by the Debtors’ management and are unaudited and subject to further review and potential revision. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records as were available at the time of preparation. The Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information. However, subsequent information may result in material changes to the Schedules and Statements and inadvertent errors, omissions or inaccuracies may exist. The Debtors reserve all rights to amend or supplement their Schedules and Statements.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Foothills Texas, Inc. (9399); Foothills Resources, Inc. (9560); Foothills California, Inc. (4290 and 2963) and Foothills Oklahoma, Inc. (0946).

Reservation of Rights. Nothing contained in the Schedules and Statements or these Global Notes shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases including, but not limited to, any issues involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of Bankruptcy Code chapter 3 and/or causes of action arising under the provisions of Bankruptcy Code chapter 5 or any other relevant applicable laws to recover assets or avoid transfers.

Description of the Case and "As of" Information Date. On February 11, 2009 (the "Petition Date"), each of the Debtors filed a petition for relief with the Bankruptcy Court under Bankruptcy Code chapter 11. The Debtors continue to operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On February 12, 2009, the Bankruptcy Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b). All amounts listed in the Schedules and Statements are as of the Petition Date except those items listed in Schedule B9 through and including B35 which are as of January 31, 2009 for each Debtor.

Corporate Structure. Foothills Resources, Inc. owns 100% of the outstanding common stock of each of the other Debtors (Foothills Texas, Inc., Foothills California, Inc. and Foothills Oklahoma, Inc.).

Basis of Presentation. For purposes of filing reports with the Securities and Exchange Commission (the "SEC"), Foothills Resources, Inc. has historically prepared consolidated financial statements, which include each of the Debtors. Unlike the consolidated financial statements, the Schedules and Statements, except where otherwise indicated, reflect the assets and liabilities of each Debtor on a non-consolidated basis. Accordingly, the totals listed in the Schedules and Statements will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for public reporting purposes or otherwise.

Although these Schedules and Statements may, at times, incorporate information prepared in accordance with generally accepted accounting principles ("GAAP"), the Schedules and Statements neither purport to represent nor reconcile financial statements otherwise prepared and/or distributed by the Debtors in accordance with GAAP or otherwise. To the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent at the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

Intercompany Claims and Transfers. Receivables and payables among the Debtors in these cases (each an "Intercompany Receivable" or "Intercompany Payable") are reported in the Schedules. To the extent a Debtor owes an Intercompany Payable it is reported on Schedule F as a claim of such Debtor. To the extent a Debtor has an Intercompany Receivable, it is reported on Schedule B16 as an asset of such Debtor.

While the Debtors have used reasonable efforts to ensure that the proper intercompany balances are attributed to each legal entity, all rights to amend these items on the Schedules and Statements are reserved.

The Debtors have listed all Intercompany Payables as unsecured non-priority claims on Schedule F for each applicable Debtor but reserve their rights to later change the characterization, classification, categorization or designation of such claims, including by designating all or any portion of the amounts listed as secured.

The Debtors routinely transfer funds to the parent corporation, Foothills Resources, Inc., as part of their regular consolidated accounting. For purposes of Statement Question 3, the Debtors have not treated these as transfers to creditors and, accordingly, have not reported such transfers in response to this question.

Insiders. For purposes of the Schedules and Statements, the Debtors define “insiders” pursuant to Bankruptcy Code section 101(31) as (a) directors, (b) officers, (c) those in control of the Debtors, (d) relatives of directors, officers, or persons in control of the Debtors, and (e) affiliates, or insiders of affiliates. Inter-company payments between the Debtors are not so listed.

Persons listed as “insiders” have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person’s influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

GAAP entries - Certain Capitalized, Unamortized and Deferred Costs. The Debtors carry on their financial books certain capitalized costs relating to oil and gas properties. In addition, Foothills Resources, Inc. carries on its financial books certain unamortized debt issue costs and deferred loan costs. These costs are reported as assets on the Debtors’ Schedules at book value in keeping with the Debtors’ normal accounting practices.

Summary of Significant Reporting Policies.

- a) **Foreign Currency.** All amounts are reflected in U.S. dollars.
- b) **Current Market Value.** Net Book Value. In many instances, current market valuations are neither maintained by nor readily available to the Debtors. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtors’ property interests that are not maintained or readily available. Accordingly, unless otherwise indicated, the Schedules and Statements reflect the net book values, rather than current

market values, of the Debtors' assets as of the Petition Date and may not reflect the net realizable value. For this reason, amounts ultimately realized will vary, at some times materially, from net book value.

- c) **Paid Claims**. Pursuant to certain first-day and second-day orders issued by the Bankruptcy Court (collectively, the "First Day Orders"), the Bankruptcy Court has authorized the Debtors to pay certain outstanding prepetition claims, such as certain employee wages and benefits claims, claims for taxes and fees, utility claims and certain critical vendor claims. The Debtors have included on the Schedules all prepetition obligations, including claims which were or will be satisfied post-petition pursuant to the First Day Orders or other order of the Bankruptcy Court. To the extent claims listed on the Schedules have been paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement their Schedules and Statements as necessary and appropriate. Certain of the First Day Orders preserve the rights of parties in interest to dispute any amounts paid pursuant to First Day Orders. Nothing herein shall be deemed to alter the rights of any party in interest to contest a payment made pursuant to a First Day Order that preserves such right to contest.
- d) **Setoffs**. The Debtors routinely incur certain setoffs and other similar rights from customers or suppliers in the ordinary course of business. These normal setoffs and other similar rights are consistent with the ordinary course of business in the Debtors' industry and can be voluminous or contingent, making it unduly burdensome to report them. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, setoffs are not independently accounted for and, as such, are excluded from the Debtors' Schedules and Statements.
- e) **Credits and Adjustments**. The claims of individual creditors for, among other things, goods, products or services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections and/or setoffs with respect to the same.
- f) **Mechanics' Liens**. The inventories, property and equipment listed in these Schedules and Statements are presented without consideration of mechanics' liens.
- g) **Leases**. In the ordinary course of business, certain of the Debtors may lease property and equipment from third party lessors for use in the daily operation of their businesses. The Debtors' obligations pursuant to the same have been listed on Schedule F. The underlying lease agreements are listed on Schedule G.

Nothing in the Schedules and Statements is or shall be construed to be an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to such issues.

Undetermined Amounts. The description of an amount as “unknown” or the equivalent is not intended to reflect upon the materiality of such amount.

Estimates. To close the books and records of the Debtors as of the Petition Date and to prepare such information on a legal entity basis, the Debtors were required to make estimates, allocations and assumptions that affect the reported amounts of assets and revenue and expenses as of the Petition Date. The Debtors reserve all rights to amend the reported amounts of assets, revenue and expenses to reflect changes in those estimates and assumptions.

Totals. The asset totals listed on Schedules A and B and the liability totals listed on Schedules D, E and F represent all known amounts included in the Debtors’ books and records as of the Petition Date, (except for Schedule B9 through and including B35 which are as of January 31, 2009). To the extent there are unknown or undetermined amounts, and to the extent the Debtors made post-petition payments on prepetition claims pursuant to the First Day Orders or other order of the Bankruptcy Court as noted above, the actual total may be different than the listed total.

Classifications. Listing a claim (a) on Schedule D as “secured,” (b) on Schedule E as “priority”, (c) on Schedule F as “unsecured priority”, or (d) listing a contract or lease on Schedule G as “executory” or “unexpired”, does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors’ right to re-characterize or reclassify such claim or contract.

Claims Description. Any failure to designate a claim on a given Debtor’s Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtors reserve all rights to dispute, or to assert any offsets or defenses to, any claim reflected on their respective Schedules on any grounds including, without limitation, amount, liability, validity, priority or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Listing a claim does not constitute an admission of liability by the Debtors, and the Debtors reserve the right to amend the Schedules accordingly.

Guarantees and Other Secondary Liability Claims. The Debtors have used their best efforts to locate and identify guarantees and other secondary liability claims (collectively, the “Guarantees”) in their executory contracts, unexpired leases, secured financing, and other such agreements. The Debtors’ review of their contracts in such regard is ongoing. At this time, the Debtors have reflected on Schedules D and H those Guarantees relating to their credit facility agreement(s). The Debtors have not included in such schedules other Guarantees arising from any other contracts, which may or may not

exist. The Debtors reserve their rights to amend the Schedules to the extent additional Guarantees are identified.

Causes of Action. The Debtors, despite their efforts, may not have listed all of their causes of action against third parties as assets in the Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

Schedule A. The Debtors do not own outright any real property and, therefore, have not listed any assets on Schedule A. To the extent the Debtors have any ownership or possessory interest(s) arising by operation of any executory lease or any other contract, or otherwise, such has not been reported on Schedule A. The Debtors' failure to list any rights in real property on Schedule A should not be construed as a waiver of any such rights that may exist, whether known or unknown at this time.

Schedule B35. Certain costs carried as assets on the Debtors' financial books are reported as assets on the Debtors' Schedules as "Other personal property of any kind not already listed." Please see the paragraph above entitled, "Certain Capitalized, Unamortized and Deferred Costs" for a description of these items.

Schedule D – Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation and agreed order or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and/or their estates reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents and a determination of the creditors' compliance with applicable law is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements or related documents.

Real property lessors, utility companies and other parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposit posted by, or on behalf of, the Debtors, or inchoate statutory liens rights.

Schedule E – Creditors Holding Unsecured Priority Claims. The Debtors believe that some or all of the claims appearing on Schedule E have been or will be satisfied in the ordinary course pursuant to the First Day Orders or other order of the Bankruptcy Court. The Debtors reserve the right to dispute or challenge whether creditors listed on Schedule E are entitled to priority claims.

Schedule F – Creditors Holding Unsecured Nonpriority Claims. The Debtors have attempted to relate all liabilities to each Debtor. However, due to the related nature of the Debtors' businesses, debts of one Debtor may be inadvertently listed on the Schedules of another. Readers of the Schedules should review all of the Debtors' Schedules for a complete understanding of the unsecured debts of the Debtors.

The Debtors may have certain rights of setoff and/or recoupment with respect to the claims set forth on Schedule F. Although the Debtors may have taken setoffs into account when scheduling the amounts owed to creditors, the Debtors reserve all rights to challenge such setoff and/or recoupment rights asserted. Additionally, certain creditors may assert mechanic's, materialman's or other similar liens against the Debtors for amounts listed on Schedule F. The Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule F.

Schedule F contains information regarding pending litigation and/or legal disputes involving the Debtors. While every effort has been made to identify the particular Debtor involved in such claim, it is possible that claims have inadvertently been listed on the Schedule of another Debtor. The Debtors reserve the right to reschedule any such claim to the proper Debtor upon discovery of any error in this regard.

Schedule G – Executory Contracts and Unexpired Leases. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the "Agreements"), the Debtors' review is ongoing and inadvertent errors, omissions or over-inclusion may have occurred. The Debtors may have entered into various other Agreements in the ordinary course of their business, including supplemental agreements, amendments/letter agreements and confidentiality agreements, which may not be listed on Schedule G. Omission of an Agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreement. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement was or is valid or enforceable. The Agreements on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, letters or other documents, instruments and agreements which may not be listed on Schedule G.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal,

rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Further, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth in Schedule G.

Statement of Financial Affairs. All amounts that remain outstanding to any creditor listed on the answers to SOFA Question 3 are reflected on Schedules D, E and F as applicable. Any creditor wishing to verify any outstanding indebtedness should review those schedules.

SOFA Question 2. From time to time, the Debtors may have *de minimus* income from sources other than the operation of business that is not provided in response to Statement Question 2.

SOFA Question 3. The Debtors have reported in their answers to Statement Question 3b all payments to creditors in the ninety (90) day period immediately preceding the Petition Date, except for payments to “insiders.” The Debtors have reported in their answers to Statement Question 3c all payments to insiders in the year immediately preceding the Petition Date, which overlaps with the scope of Question 3b. Payments to insiders have only been reported in the answers to Question 3c to avoid duplication.

The Debtors have identified “insiders” for purposes of reporting information on the Statements only. The inclusion or exclusion of any person(s) from the Statements should not be construed as an admission by the Debtors that said person(s) is/is not an insider for any other purpose. The Debtors reserve all rights to re-characterize any person(s) as insiders or not insiders for purposes of the Schedules and Statements or otherwise.

Disclaimer. Neither the Debtors, their agents, nor their attorneys guarantee or warrant the accuracy, the completeness, or correctness of the data that is provided herein or in the Schedules and Statements, and the same are not liable for any loss or injury

arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information therein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys and advisors are advised of the possibility of such damages.

**United States Bankruptcy Court
District of Delaware**

In re Foothills Oklahoma, Inc.
Debtor

Case No. 09-10456 (CSS)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	570,467.49		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		634,308.60	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		14			
Total Assets			570,467.49		
Total Liabilities				634,308.60	

**United States Bankruptcy Court
District of Delaware**

In re Foothills Oklahoma, Inc.
Debtor

Case No. 09-10456 (CSS)

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Operating Account (Account #XXXXXX5554) Wells Fargo Bank, NA P.O. Box 63020 San Francisco, CA 94163	-	0.00
		Receipts Account (Account #XXXXXX7473) Wells Fargo Bank, N.A. P.O. Box 63020 San Francisco CA 94163	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	0.00
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Seismic License Agreement dated as of December 1, 1996 by and among King Ranch Energy, Inc. (successor to King Ranch Oil and Gas, Inc.), Foothills Oklahoma, Inc. (successor to TeTra Ex, Inc.), Texaco Exploration and Production Inc. and Devon Energy Corporation (Nevada).	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Net book value of capitalized costs of oil and gas properties (value as of 1/31/09)	-	570,467.49

Sub-Total >	570,467.49
(Total of this page)	
Total >	570,467.49

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re Foothills Oklahoma, Inc.
Debtor

Case No. 09-10456 (CSS)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
Regiment Capital Special Situations Fund III, L.P. 222 Berkeley Street 12th Floor Boston, MA 02116	X				X		Unknown	Unknown
							Unknown	Unknown
Account No.								
Wells Fargo Bank, NA P.O. Box 63020 San Francisco, CA 94163	X				X		Unknown	Unknown
							Unknown	Unknown
Account No.								
Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328	X				X		Unknown	Unknown
							Unknown	Unknown
Account No.								
Subtotal (Total of this page)							0.00	0.00
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re Foothills Oklahoma, Inc.Case No. 09-10456 (CSS)Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Foothills Oklahoma, Inc.
Debtor

Case No. 09-10456 (CSS)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. CIMARRON SERVICES INC 15405 WINDING CREEK DRIVE COLLINSVILLE, OK 74021		-				3,280.00
Account No. FOOTHILLS CALIFORNIA, INC. 4540 CALIFORNIA AVENUE SUITE 550 BAKERSFIELD, CA 93309		-				7,076.76
Account No. FOOTHILLS RESOURCES, INC. 4540 CALIFORNIA AVENUE SUITE 550 BAKERSFIELD, CA 93309		-				620,920.46
Account No. OPTIMUM SERVICES, INC 4500 S 129TH E AVENUE SUITE 152 TULSA, OK 74134		-				883.84
Subtotal (Total of this page)						632,161.06

1 continuation sheets attached

In re Foothills Oklahoma, Inc.
Debtor

Case No. 09-10456 (CSS)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
PLX, INC 20 E 5TH STREET SUITE 1402 TULSA, OK 77522		-	Trade debt			2,147.54
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

2,147.54

Total
(Report on Summary of Schedules)

634,308.60

In re Foothills Oklahoma, Inc.Case No. 09-10456 (CSS)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Bagheri, Susanne 14616 Overview Drive Dallas, TX 75245	Oil, Gas and Mineral Lease
Barnes, Carl L. Route 1 Box 32 Turpin, OK 73950	Oil, Gas and Mineral Lease
Bowles, Jimmye M. 4313 NW - 143rd Oklahoma City, OK 73134	Oil, Gas and Mineral Lease
Casady, Cecil A., et ux. 2700 Tomlinson Road Pensacola, FL 32526	Oil, Gas and Mineral Lease
Casady, Roscoe R. 409 N. Western Liberal, KS 67901	Oil, Gas and Mineral Lease
Cassil, Erma Jean P.O. Box 936 Florissant, CO 80816-0936	Oil, Gas and Mineral Lease
Colvin, Bessie L. 3224 S. Tahoe Drive Tucson, AZ 85730	Oil, Gas and Mineral Lease
Continental Land Resources, LLC 29 West Main St. Edmond, OK 73003	Agreement for Lease Acquisitons and Land Related Services
Davis, Leon J. and Robin Co-Trustees 5821 Red Rock Circle Enid, OK 73703	Oil, Gas and Mineral Lease
Davis, Lester R. and Clara R. Co-Trustees Route 1, Box 56 Reydon, OK 73660	Oil, Gas and Mineral Lease
Devon Energy Corporation 1200 Smith Street Houston, TX 77006	Seismic License Agreement

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dewey, John R. 8941 South Lakewood Tulsa, OK 74137	Independent Contractor Agreement
Herndon, Joan Reichert Trustee of the Golda B. Silef Trust 8313 N.W. 102nd Street Oklahoma City, OK 73162	Oil, Gas and Mineral Lease
Hodgson, Jack 3025 E. Gettysburg Ave., Apt 128 Fresno, CA 93727	Oil, Gas and Mineral Lease
Johnson, Eugene Edward 2107 Fairway Drive Purcell, OK 73080	Oil, Gas and Mineral Lease
Johnson, Lonnie R. P.O. Box 20 Seibert, CO 80834	Oil, Gas and Mineral Lease
Johnson, R.N. P.O. Box 546 Tyler, TX 75710	Oil, Gas and Mineral Lease
King Ranch Energy, Inc. 1415 Louisiana Suite 2300 Houston, TX 77002	Seismic License Agreement
Lakin, Phil 20 E 5th St. Suite 1402 Tulsa, OK 74103	Geophysical Consulting Services Agreement
Moore, Scott S. P.O. Box 403 Cheyenne, OK 73628	Oil, Gas and Mineral Lease
Moore, Sterling J. RR Box 55A Reydon, OK 73660	Oil, Gas and Mineral Lease
Moran, John L. 11902 Shanklin St. Bakersfield, CA 93312	Assignment of Overriding Royalty Interest, Oklahoma
Noland, Vida M. 408 NE Strait Avenue Topeka, KN 66616	Oil, Gas and Mineral Lease

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Orr, Jack F. 7341 La Sobrina Dallas, TX 75248	Oil, Gas and Mineral Lease
Orr, Jackson Frederick Jr. 7341 La Sobrina Dallas, TX 75248	Oil, Gas and Mineral Lease
Orr, Russell I., Trustee 13610 Comely Lane Houston, TX 77079	Oil, Gas and Mineral Lease
Platz, Larry D. 1027 Garfield Street Emporia, KS 66801	Oil, Gas and Mineral Lease
PLX, Inc. 20 E 5th St. Suite 1402 Tulsa, OK 74103	Geophysical Consulting Services Agreement
Proctor, Jim Ed 80 Plumbrook Road Flemmington, NJ 08822	Oil, Gas and Mineral Lease
Purser, Sondra 202 S. Court Street Ulysses, KS 67880	Oil, Gas and Mineral Lease
Purvine, Bernard F. 5801 W. Juno Wichita, KS 67215	Oil, Gas and Mineral Lease
Purvine, James R. 9828 S. 119th Street Clearwater, KS 67026	Oil, Gas and Mineral Lease
Rice, Arnold A., et ux. P.O. Box 123 Sweetwater, OK 73666	Oil, Gas and Mineral Lease
Robertson, Terrye M., Trustee 10700 Hames Blvd Mustang, OK 73064-9408	Oil, Gas and Mineral Lease
Rockford Exploration, Inc. 15 E. 5th Suite 2210 Tulsa, OK 74103	West Cheyenne Project Interest Agreement

Sheet 2 of 3 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Foothills Oklahoma, Inc.

Case No. 09-10456 (CSS)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Rockford Exploration, Inc. 15 E. 5th Suite 2210 Tulsa, OK 74103	West Cheyenne Project Venture Agreement
Shreve, Linda Joyce Davis 702 W. Harned Ave. Stillwater, OK 74075	Oil, Gas and Mineral Lease
Snelson, James E. Jr. 5813 End O'Trail Fort Worth, TX 76112-1005	Oil, Gas and Mineral Lease
State of Oklahoma Commissioners of the Land P.O. Box 26910 Oklahoma City, CA 73126	Oil, Gas and Mineral Lease
State of Oklahoma Commissioners of the Land P.O. Box 26910 Oklahoma City, CA 73126	Oil, Gas and Mineral Lease
Swan, Allen P.O. Box 24 Hazelton, ID 83335	Oil, Gas and Mineral Lease
Teague, Edna Mae 1401 East 3rd Street Elk City, OK 73644	Oil, Gas and Mineral Lease
Texaco Exploration and Production Inc. 111 Bagby Suite 3100 Houston, TX 77002	Seismic License Agreement
Warner, Sharon Cline 1042 Franklin Avenue Las Vegas, NV 89104	Oil, Gas and Mineral Lease
West, Murl W. 1307 South Water, Space 39 Silverton, OR 97381	Oil, Gas and Mineral Lease
Winoma Oil Royalty, LLC P.O. Box 37 Shawnee, OK 74802	Oil, Gas and Mineral Lease

In re Foothills Oklahoma, Inc.Case No. 09-10456 (CSS)

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Foothills California, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Regiment Capital Special Situations Fund III, L.P. 222 Berkeley Street 12th Floor Boston, MA 02116
Foothills California, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328
Foothills California, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Bank, NA P.O. Box 63020 San Francisco, CA 94163
Foothills Resources, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Regiment Capital Special Situations Fund III, L.P. 222 Berkeley Street 12th Floor Boston, MA 02116
Foothills Resources, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328
Foothills Resources, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Bank, NA P.O. Box 63020 San Francisco, CA 94163
Foothills Texas, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Regiment Capital Special Situations Fund III, L.P. 222 Berkeley Street 12th Floor Boston, MA 02116
Foothills Texas, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328

In re **Foothills Oklahoma, Inc.**

Case No. **09-10456 (CSS)**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**Foothills Texas, Inc.
4540 California Avenue
Suite 550
Bakersfield, CA 93309
Co-Borrower**

**Wells Fargo Bank, NA
P.O. Box 63020
San Francisco, CA 94163**

**United States Bankruptcy Court
District of Delaware**

In re Foothills Oklahoma, Inc.
Debtor(s)

Case No. 09-10456 (CSS)
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 27, 2009

Signature 

**W. Kirk Bosche
Chief Financial Officer**

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