

**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 Texas, Inc.
Debtor

Case No. 09-10452 (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	6	61,213,382.15		
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	2		532,580.05	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		38,923,040.23	
G - Executory Contracts and Unexpired Leases	Yes	21			
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		44			
Total Assets			61,213,382.15		
Total Liabilities				39,455,620.28	

**United States Bankruptcy Court
District of Delaware**

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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 Texas, Inc.

Case No. 09-10452 (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
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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 Texas, Inc.

Case No. 09-10452 (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 Wells Fargo Bank, N.A. P.O. Box 63020 San Francisco CA 94163 Account # 5547	-	0.00
		Receipts Account Wells Fargo Bank, N.A. P.O. Box 63020 San Francisco CA 94163 Account # 7465	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security deposit - modular building lease Mobile Modular Management Corp. PO Box 45043 San Francisco CA 94145-0043	-	700.00
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			
			Sub-Total >	700.00
			(Total of this page)	

5 continuation sheets attached to the Schedule of Personal Property

In re Foothills Texas, Inc.

Case No. 09-10452 (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
10. Annuities. Itemize and name each issuer.	X			
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.		Crude Oil Sales	-	741,465.92
		Sunoco Partners Marketing & Terminals L.P.		
		Fluor Daniel Drive		
		Bldg A, Level 3		
		Sugarland, TX 77478		
		Natural Gas Sales	-	3,492.44
		Kinder Morgan Texas Pipeline, L.P.		
		P.O. Box 283		
		Houston, TX 77001-0283		
		Joint Interest Billing	-	2,347.71
		James W. Alexander		
		85 Jeffrey Pine Lane		
		Carson City, NV 89705		
		Joint Interest Billing	-	15,810.80
		Alexander Energy		
		85 Jeffrey Pine Lane		
		Carson City, NV 89705		

Sub-Total > **763,116.87**
(Total of this page)

Sheet 1 of 5 continuation sheets attached to the Schedule of Personal Property

In re Foothills Texas, Inc.Case No. 09-10452 (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
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.		Trade debt - credit balance BJ Services Company PO Box 4346 Dept 393 Houston, TX 77210-4346	-	108,684.45
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			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Pipeline License Agreement dated as of May 1, 2007 by and between Trinity Walker Timber L.P. and Foothills Texas, Inc.	-	Unknown
		Supplemental Agreement No. 1 dated as of August 13, 2007 by and between Lisle Gravity Inc. and Foothills Texas, Inc. (pursuant to the Master Data Use License dated as of August 1, 2007 by and between Lisle Gravity Inc. and Foothills Resources, Inc.) pertaining to gravity data	-	Unknown
		Oil, Gas, Etc. Pipeline License (Other Than Railroad) dated December 1, 2001 between Port of Houston Authority, and Goose Creek Properties, LLC (transferring to Foothills Texas, Inc.) - PHA File No. 2001-0398	-	Unknown

Sub-Total > **108,684.45**
(Total of this page)

Sheet 2 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON 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
		Distribution and/or Transmission Line License dated December 1, 2001 between Port of Houston Authority, and Goose Creek Properties, LLC (transferring to Foothills Texas, Inc.) - PHA File No. 2001-0399	-	Unknown
		Oil, Gas, Etc. Pipeline License (Other Than Railroad) dated December 1, 2001 between Port of Houston Authority, and Goose Creek Properties, LLC (transferring to Foothills Texas, Inc.) - PHA File No. 2001-0400	-	Unknown
		Oil, Gas, Etc. Pipeline License (Other Than Railroad) dated December 1, 2001 between Port of Houston Authority, and Goose Creek Properties, LLC (transferring to Foothills Texas, Inc.) - PHA File No. 2001-0401	-	Unknown
		Oil, Gas, Etc. Pipeline License (Other Than Railroad) dated December 1, 2001 between Port of Houston Authority, and Goose Creek Properties, LLC (transferring to Foothills Texas, Inc.) - PHA File No. 2001-0402	-	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.		2007 Chevy 1500 LWB 4WD (VIN #GCEK19Z67E135245) Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	12,553.24
		2007 Chevy 1500 LWB 4WD (VIN #GCEK19Z37E130388) Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	13,618.98
		2007 Chevy 1500 Short Crew 2WD (VIN#2GCEC13V67115477) Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	10,930.82
			Sub-Total >	37,103.04
			(Total of this page)	

Sheet 3 of 5 continuation sheets attached to the Schedule of Personal Property

In re Foothills Texas, Inc.Case No. 09-10452 (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
		2003 Ford F-150 (VIN 1FTRF17W33NA86997) Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	3,111.84
		2005 Ford F-150 4X4, (VIN 1FTPX14515NB06425) Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	9,246.49
26. Boats, motors, and accessories.		Boat for Goose Creek Field Operations 2006 SeaArk Model 1872 Tunnel with Evinrude E75DPL motor and Sportsman S4-1SHD13 trailer Location: 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	9,654.50
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Amplifier, recorder 2424 Lee Dr., Baytown, TX 77520 (net book value)	-	3,721.43
30. Inventory.		Crude oil in storage tanks Goose Creek Field, Texas Represents value based on oil price on 2/11/09 of debtor's interest in estimated volumes of crude oil in storage tanks on 1/31/09	-	121,746.00
		Crude oil in storage tanks Cleveland Field, Texas Represents value based on oil price on 2/11/09 of debtor's interest in estimated volumes of crude oil in storage tanks on 1/31/09	-	18,775.00
		Crude oil in storage tanks Saratoga Field, Texas Represents value based on oil price on 2/11/09 of debtor's interest in estimated volumes of crude oil in storage tanks on 1/31/09	-	7,237.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

Sub-Total > **173,492.26**
(Total of this page)

Sheet 4 of 5 continuation sheets attached
to the Schedule of Personal Property

In re Foothills Texas, Inc.

Case No. 09-10452 (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
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	-	60,130,285.53

Sub-Total >	60,130,285.53
(Total of this page)	
Total >	61,213,382.15

(Report also on Summary of Schedules)

Sheet 5 of 5 continuation sheets attached to the Schedule of Personal Property

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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 12 Floor Boston, MA 02116	X				X		Unknown	Unknown
		12/13/2007	Term Loan Lender under Credit Agreement					
			Substantially all assets					
		Value \$	Unknown					
Account No.								
Wells Fargo Bank, NA P.O. Box 63020 San Francisco, CA 94163	X				X		Unknown	Unknown
		12/13/2007	Bank Products Provider under Credit Agreement					
			Substantially all assets					
		Value \$	Unknown					
Account No.								
Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328	X				X		Unknown	Unknown
		12/13/2007	Agent and Revolver Lender under Credit Agreement					
			Substantially all assets					
		Value \$	Unknown					
Account No.								
		Value \$						
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 Texas, Inc.Case No. 09-10452 (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.

1 continuation sheets attached

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			1/31/2009					
Goose Creek Consolidated ISD P.O. Box 2805 4544 I-10 East Baytown, TX 77521-8881		-	Property Taxes					0.00
							320,887.37	320,887.37
Account No.			1/31/2009					
Liberty County Mark McClelland, RTA P.O. Box 10288 Liberty, TX 77575		-	Property Taxes					0.00
							112,560.75	112,560.75
Account No.			1/31/2009					
Paul Bettencourt Tax Assessor-Collector P.O. Box 4622 Houston, TX 77210-4622		-	Property Taxes					0.00
							93,975.52	93,975.52
Account No.			1/31/2009					
Stephens, Shirley, TAC Hardin County P.O. Box 2260 Kountze, TX 77625		-	Property Taxes					0.00
							5,156.41	5,156.41
Account No.								

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

	0.00
532,580.05	532,580.05
	0.00
532,580.05	532,580.05

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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. ABC NITROGEN SERVICE CORP PO BOX 2114 MONT BELVIEU, TX 77580-2114	-	Trade debt						8,703.50
Account No. ACTION PRODUCTION SERVICES PO BOX 1312 LIBERTY, TX 77575	-	Trade debt						10,124.86
Account No. ALLIED WASTE SERVICES #855 HOUSTON SERVICES GROUP PO BOX 78756 PHOENIX, AZ 85062-8756	-	Trade debt						119.43
Account No. AT&T LONG DISTANCE PO BOX 5001 CAROL STREAM, IL 60197-5001	-	Trade debt						139.27
Subtotal (Total of this page)								19,087.06

10 continuation sheets attached

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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 D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	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	A M O U N T O F C L A I M	
		H W J C						
Account No. BASIL OILFIELD SERVICE INC PO BOX 93 SARATOGA, TX 77585-0093		-	Trade debt				891.50	
Account No. C & L VACUUM SERVICE LLC PO BOX 428 DAISETTA, TX 77533		-	Trade debt				2,310.00	
Account No. CENTERPOINT ENERGY PO BOX 4981 HOUSTON, TX 77210-4981		-	Trade debt				2,968.29	
Account No. CHAMPION ENERGY SERVICES PO BOX 4190 HOUSTON, TX 77210-4190		-	Trade debt				77,689.56	
Account No. CHAMPION TECHNOLOGIES PO BOX 2243 HOUSTON, TX 77252		-	Trade debt				23,641.36	
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	107,500.71

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	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	A M O U N T O F C L A I M	
		H W J C						
Account No. CHANNEL BEARING & SUPPLY CO INC PO BOX 6392 PASADENA, TX 77506		-	Trade debt				165.80	
Account No. CINTAS CORPORATION #081 PO BOX 15126 HOUSTON, TX 77220		-	Trade debt				75.76	
Account No. CONTINENTAL PRODUCTION SERVICES PO BOX 69 FRESNO, TX 77545		-	Trade debt				4,605.01	
Account No. COWBOY TOOLS INC PO BOX 10360 LIBERTY, TX 77575		-	Trade debt				15,026.08	
Account No. CROSS ROADS OIL FIELD SUPPLY LTD PO BOX 1546 EL CAMPO, TX 77437		-	Trade debt				2,572.83	
Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	22,445.48

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. DEPENDABLE LEASE SERVICES LTD PO BOX 635 HARDIN, TX 77561			Trade debt				118,145.83
Account No. DXP ENTERPRISES INC PO BOX 201791 DALLAS, TX 75320-1791			Trade debt				7,760.33
Account No. ENMARK SERVICES INC 1700 PACIFIC AVE STE 4500 DALLAS, TX 75201			Trade debt				321.43
Account No. ENTERGY PO BOX 8104 BATON ROUGE, LA 70891-8104			Trade debt				639.05
Account No. EOS WELL SERVICE INC PO BOX 5298 PASADENA, TX 77508-5298			Trade debt	X			112,592.50
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	239,459.14

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. EXTERRAN ABS 2007 LLC PO BOX 201160 DALLAS, TX 75320-1160			Trade debt				13,661.75
Account No. FOOTHILLS CALIFORNIA, INC. 4540 CALIFORNIA AVENUE SUITE 550 BAKERSFIELD, CA 93309			Intercompany payable				3,859,713.52
Account No. FOOTHILLS RESOURCES, INC. 4540 CALIFORNIA AVENUE SUITE 550 BAKERSFIELD, CA 93309			Intercompany payable				34,505,099.80
Account No. GULF COAST CHEMICAL LLC PO BOX 62600 NEW ORLEANS, LA 70510			Trade debt				13,059.43
Account No. H D PUMP & SUPPLY INC PO BOX 939 SOUR LAKE, TX 77659-0939			Trade debt				1,525.91
Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	38,393,060.41

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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. HULL OILFIELD HAULING INC PO BOX 357 HULL, TX 77564		-	Trade debt			1,000.00
Account No. HUTCHISON & ASSOCIATES 1209 DECKER DRIVE SUITE 100 BAYTOWN, TX 77520		-	Trade debt			500.00
Account No. INFLATA-TEST PO BOX 10129 LIBERTY, TX 77575		-	Trade debt			9,997.90
Account No. J & B PIPELINE SUPPLY COMPANY INC PO BOX 1814 BAYTOWN, TX 77522-1814		-	Trade debt			28.17
Account No. JERRY L DAVIS 4414 DAVIS RD KOUNTZE, TX 77625		-	Trade debt			500.00
<p align="right">Subtotal (Total of this page)</p>						12,026.07

Sheet no. 5 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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. KDR SUPPLY INC PO BOX 10130 LIBERTY, TX 77575-7630		-	Trade debt			3,171.95
Account No. LECO SERVICES INC PO BOX 209 LIBERTY, TX 77575		-	Trade debt	X		25,183.27
Account No. LIBERTY COUNTY SERVICES LLC 6511 FM1464 PMB 6 RICHMOND, TX 77469		-	Trade debt			606.20
Account No. M B ENERGY LLC PO BOX 146 BROUSSARD, LA 70518		-	Trade debt			4,481.00
Account No. MOBILE MODULAR MANAGEMENT CORP PO BOX 45043 SAN FRANCISCO, CA 94145-0043		-	Trade debt			752.18
Subtotal (Total of this page)						34,194.60

Sheet no. 6 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	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	A M O U N T O F C L A I M	
		H W J C						
Account No. MURPHY ENERGY SERVICES LP 19167 FM 787 SARATOGA, TX 77585		-	Trade debt				15,531.52	
Account No. NABORS WELL SERVICES LTD PO BOX 973510 DALLAS, TX 75397-3510		-	Trade debt				19,331.16	
Account No. NES RENTALS PO BOX 8500-1226 PHILADELPHIA, PA 19178-1226		-	Trade debt				3,955.25	
Account No. OWP SERVICES WALTER GRAHAM PO BOX 309 SPLENDORA, TX 77372		-	Trade debt	X			8,769.14	
Account No. OZARKA PO BOX 856680 LOUISVILLE, KY 40285-6680		-	Trade debt				247.41	
Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	47,834.48

In re Foothills Texas, Inc.

Case No. 09-10452 (CSS)

Debtor

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. PRODUCTION EQUIPMENT SUPPLY CO INC PO BOX 10089 LIBERTY, TX 77575-0089		-	Trade debt			20,736.28
Account No. RW SERVICE COMPANY ROGER M WALKER 994 PARSLEY RD CONROE, TX 77303		-	Trade debt			11,002.86
Account No. SHIVERS ENTERPRISES INC PO BOX 357 HULL, TX 77564		-	Trade debt			8,600.81
Account No. SMART OILFIELD SERVICES INC PO BOX 3002 LIBERTY, TX 77575		-	Trade debt			767.20
Account No. SOUTHERN FLOW COMPANIES INC PO BOX 51475 LAFAYETTE, LA 70505-1475		-	Trade debt			544.00
Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						41,651.15

In re Foothills Texas, Inc.
Debtor

Case No. 09-10452 (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	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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	
Account No. SUPERCO SPECIALTY PRODUCTS 25041 ANZA DRIVE VALENCIA, CA 91355			Trade debt -				296.17	
Account No. TEXAS COMPUTER WORKS INC PO BOX 2832 BELLAIRE, TX 77402-2832			Trade debt -				324.74	
Account No. TRICO FISHING & RENTAL TOOLS CO INC PO BOX 1970 LIBERTY, TX 77575-1970			Trade debt -				2,563.09	
Account No. VERIZON SOUTHWEST PO BOX 920041 DALLAS, TX 75392-0041			Trade debt -				152.84	
Account No. WALTER E BROWN JR SECURITY SERVICES 3114 MICHIGAN STREET BAYTOWN, TX 77520			Trade debt -				1,194.29	
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,531.13

In re Foothills Texas, Inc.,
Debtor

Case No. 09-10452 (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.						
WRANGLER WIRELINE INC PO BOX 218 SOUR LAKE, TX 77659			Trade debt			1,250.00
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. 10 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

1,250.00

Total
(Report on Summary of Schedules)

38,923,040.23

In re Foothills Texas, Inc.Case No. 09-10452 (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.
3 Ps, A Texas Partnership 3414 Overbrook Houston, TX 77027	Oil, Gas and Mineral Lease
Ache, Paul and Betsy Family LP Ache, Paul S. Ache Jr. PO Box 79489 Houston, TX 77279-9489	Conveyance of Overriding Royalty Interest, Texas
Adams, Katherine M. Standefer 1702 Bear Creek Circle Baytown, TX 77521	Oil, Gas and Mineral Lease
Adler, Deborah Sandra Gohn & Elizabeth Ferro 6225 Smith Avenue Baltimore, MD 21209	Oil, Gas and Mineral Lease
Alexander Energy 85 Jeffrey Pine Lane Carson City, NV 89705	Operating Agreement, Cleveland Field
Alexander, James W. 85 Jeffrey Pine Lane Carson City, NV 89705	Operating Agreement, Cleveland Field
Allen, Marilyn 5613 Hathaway Ct Midland, TX 79707-5005	Oil, Gas and Mineral Lease
Ansley, Emma L. P.O. Box 120233 San Antonio, TX 78212	Oil, Gas and Mineral Lease
Ashbel Smith Land Ltd 5151 San Felipe Suite 1300 Houston, TX 77056	Oil, Gas and Mineral Lease
Ashbel Smith Mgt Co. 5151 San Felipe Suite 1300 Houston, TX 77056	Oil, Gas and Mineral Lease
Bailey, Randy 17807 Green Elm Lane Spring, TX 77379	Conveyance of Overriding Royalty Interest, Texas

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Ball, Sue E. 862 Prayer House Rd. Washington, LA 70589	Oil, Gas and Mineral Lease
Barclay, Patricia Ann Moore 4707 Norwich Way Missouri City, TX 77459	Oil, Gas and Mineral Lease
Bartlett Oil Company 507 Jackson Street Clute, TX 77531	Conveyance of Overriding Royalty Interest, Texas
Bartlett, Bobby J. 14510 Eastern Redbud Lane Houston, TX 77044-4978	Oil, Gas and Mineral Lease
Bartlett, James Morse 11539 Sparks Davis Rd Keithville, LA 71047	Oil, Gas and Mineral Lease
Bartlett, Richard Paul 119 Highland Terrace Drive League City, TX 77573	Oil, Gas and Mineral Lease
Bay and Bayou Stockholders Agv c/o Amegy Bank PO Box 27767 Houston, TX 77227	Oil, Gas and Mineral Lease
Betty George Price Trust PO Box 1229 Richmond, TX 77406-1229	Oil, Gas and Mineral Lease
Billingsley, Margaret c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Bitter End Royalties LP PO Box 671099 Dallas, TX 75367-1099	Oil, Gas and Mineral Lease
Blakeslee, Ann N. P.O Box 2950 Evergreen, CO 80437-2950	Oil, Gas and Mineral Lease
Bloch, Jules Jr. c/o Banctrust PO Box 26883 Oklahoma City, OK 73126	Oil, Gas and Mineral Lease

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Bongirno, Glenna Mitchamore 9422 Palm Shores Dr Spring, TX 77379-4473	Oil, Gas and Mineral Lease
Bourgeois, Dawn Creson 761 W Briarwood Drive Brenham, TX 77833-6543	Oil, Gas and Mineral Lease
Brink, Kelly A. Woods 4010 W Alabama Houston, TX 77027	Oil, Gas and Mineral Lease
Burgess, Harmon T. Jr. 609 Ferguson Street Mansfield, LA 71052	Oil, Gas and Mineral Lease
Busch, Patricia Estate of Busch, Adrian A. 10104 Alcott Cove Austin, TX 78748	Oil, Gas and Mineral Lease
Busch, Patricia 10104 Alcott Cove Austin, TX 78748	Oil, Gas and Mineral Lease
Butler, Mary S. 5509 Newcastle Bellaire, TX 77401	Conveyance of Overriding Royalty Interest, Texas
Buvens, David Brian 6437 Spicewood Springs Dr Austin, TX 78759	Conveyance of Overriding Royalty Interest, Texas
Buvens, John L. P.O. Box 1736 Wimberley, TX 78676-1736	Conveyance of Overriding Royalty Interest, Texas
Buvens, Ruth C. 8803 Mariscal Canyon Drive Austin, TX 78759-7132	Conveyance of Overriding Royalty Interest, Texas
Campbell, Robert F. Jr. 905 Baylor Street Wichita Falls, TX 76301-5076	Oil, Gas and Mineral Lease
Campbell, Valton F. 1216 Glenview Angleton, TX 77515	Conveyance of Overriding Royalty Interest, Texas
Cecil A Alexander Trust 2677 Rivers Rd NW Atlanta, GA 30305	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Champion Energy Services, LLC 7904 N. Sam Houston Parkway Suite 200 Houston, TX 77064	Commercial Energy Sales Agreement, Goose Creek Field
Chandler, John W. 1408 Mosswood Lane Irving, TX 75061	Oil, Gas and Mineral Lease
Chandler, Lewis 5951 Willow Lane Dallas, TX 75230-2153	Oil, Gas and Mineral Lease
Charbula, Don 11900 Sudbury Cove Austin, TX 78748	Conveyance of Overriding Royalty Interest, Texas
Chevron USA Inc. PO Box 730436 Dallas, TX 75373	Oil, Gas and Mineral Lease
Choctaw Energy Ltd PO Box 6387 San Antonio, TX 78209	Conveyance of Overriding Royalty Interest, Texas
Claughton, James A. 617 Bradshaw Corpus Christi, TX 78412	Conveyance of Overriding Royalty Interest, Texas
Coleman, Carolyn Mayo Trust Edwards, Carol Gene Trustee 21587 Fairview Circle San Antonio, TX 78266	Oil, Gas and Mineral Lease
Colley, Patricia J. 106 Westwood Drive Apt B Victoria, TX 77901	Oil, Gas and Mineral Lease
Collom, Rose E. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Columbine I Ltd Partnership PO Box 22066 Denver, CO 80222	Conveyance of Overriding Royalty Interest, Texas
Comm of the Gen Land Ofc ID 1 23 3102655 4 State of TX Land Office Bldg Austin, TX 78701	Oil, Gas and Mineral Lease

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Cooper, Kathleen O'Gorman 12226 Ridge Summit San Antonio, TX 78247	Oil, Gas and Mineral Lease
Creson, Lisa. E. 4525 Stillbrooke Houston, TX 77035	Oil, Gas and Mineral Lease
Creson, Loretta Fay 4525 Stillbrooke Houston, TX 77035	Oil, Gas and Mineral Lease
Creson, Wade 4170 Creekdale Drive Dallas, TX 75229-5304	Oil, Gas and Mineral Lease
Cronin, Jo Anne Buvens 3415 Covey Trail Missouri City, TX 77459	Conveyance of Overriding Royalty Interest, Texas
Dahl, Mindy Andrews 6209 North Court Biloxi, MS 39530-1826	Oil, Gas and Mineral Lease
Davidson, Ellen M. Buvens 1415 Lakecliff Drive Houston, TX 77077	Conveyance of Overriding Royalty Interest, Texas
Davidson, Ethel Mae Renaissance Village 1716 S. Edmonds Lane #94 Lewisville, TX 75067	Oil, Gas and Mineral Lease
Dennis, E.L. Jr. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Dennis, Walter J. and Lockwood, Dennis 1908 35th Street Townsend, WA 98368	Oil, Gas and Mineral Lease
Dent, Garry O. PO Box 8855 The Woodlands, TX 77387-8855	Conveyance of Overriding Royalty Interest, Texas
Doggett, Vernon Gene PO Box 655 Hamilton, TX 76531	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Doggett, William Leslie 7110 North Freeway Houston, TX 77076	Oil, Gas and Mineral Lease
Doherty, Lois A. Trust Acct No 1807000 PO Box 99084 Fort Worth, TX 76199-0084	Oil, Gas and Mineral Lease
Doherty, Wilfred T. Jr. U/W/O/ Doherty, Wilfred T. PO Box 99084 Fort Worth, TX 76199-0084	Oil, Gas and Mineral Lease
Dunwoody, Diane 3711 S San Felipe #2J Houston, TX 77027	Oil, Gas and Mineral Lease
Dunwoody, Lucie M. 2410 Kingston Street Houston, TX 77019	Oil, Gas and Mineral Lease
Dunwoody, William M. 1000 Main Street Suite 3270 Houston, TX 77002	Oil, Gas and Mineral Lease
Dupuy, Fred G. 3406 Hillview Rd. Austin, TX 78203	Oil, Gas and Mineral Lease
Dyer, John Dwight 908 N. Jones Street Baytown, TX 77520	Oil, Gas and Mineral Lease
Dyer, Omar Alfred P.O. Box 387 New Albany, MS 38652	Oil, Gas and Mineral Lease
Eckstein, Kerry W. 5521 Swiss Ave Dallas, TX 75214-4948	Oil, Gas and Mineral Lease
Edmonson, Cynthia 4754 Hummingbird Street Houston, TX 77035	Conveyance of Overriding Royalty Interest, Texas
Elkins, Gloria 8032 FM 2 Navasota, TX 77868	Conveyance of Overriding Royalty Interest, Texas
Enderli, Johnnie D. 10844 IH-10E Baytown, TX 77520	Oil, Gas and Mineral Lease

Sheet 5 of 20 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
EnMark Services, Inc. 1700 Pacific Ave. Suite 4500 Dallas, TX 75201	Crude Oil Marketing Consulting Agreement
Enterprise Gas Marketing L.P. PO Box 4324 Houston, TX 77210-4324	Base Contract for Sale and Purchase of Natural Gas, Goose Creek Field
Essalih, Eleonore Bullard PO Box 4086 Houston, TX 77210	Oil, Gas and Mineral Lease
Estate of Baxter, Kelly H. Baxter, Ashley PO Box 1649 Austin, TX 78767	Oil, Gas and Mineral Lease
Estate of Byrne, Barney M. Byrne, Maria Gayle 862 Wax Myrtle Lane Houston, TX 77079-3763	Oil, Gas and Mineral Lease
Estate of Cawthon, Keith Campbell Cawthon, Clark C. 781 Haw Thicket Lane Des Peres, MI 63131	Oil, Gas and Mineral Lease
Estate of Conklin, Alvina c/o Margaret Morehead 9740 Oil Field Road Brenham, TX 77833	Oil, Gas and Mineral Lease
Estate of Meier, Mary c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Estate of Oppenheim, Annette B. Oppenheim, Jeffrey A. 156 E 79th Street New York, NY 10021	Oil, Gas and Mineral Lease
Estate of Wheeler, James A. Wheeler, Geraldine T. PO Box 50038 Austin, TX 78763-0038	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Estate of Wilson, Mary E. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
ETH Enterprises LP 112 Hidden Hills Drive Spicewood, TX 78669	Oil, Gas and Mineral Lease
Eversberg, Eugene A. 20 Hill Country Trail Wimberley, TX 78676-9359	Oil, Gas and Mineral Lease
Fallin, Nathalee M. 4355 Corporate Ave Apt 158 Lakeland, FL 33809	Oil, Gas and Mineral Lease
Fennen, Debra Sue 19315 Shiloh Creek Lane Katy, TX 77449	Oil, Gas and Mineral Lease
Fereday, Thomas E. Rt 2 Box 41 H Anahuac, TX 77514	Oil, Gas and Mineral Lease
Firbanom Company c/o TX Comptroller Public Accts UP Holder Reporting Section P.O. Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Fitzhugh, Stella Louise Doggett 1018 Sayles Blvd Abilene, TX 79605	Oil, Gas and Mineral Lease
Fort Worth Royalty Co. 1315 W 10th Street Fort Worth, TX 76102-3437	Oil, Gas and Mineral Lease
Gamble, Ruby Murl 3203 Wynnfield Drive East Mobile, AL 36695	Oil, Gas and Mineral Lease
Gieselman, Troy 2000 Pursley Road Dripping Springs, TX 78620	Conveyance of Overriding Royalty Interest, Texas
Goree, Langston 3000 NE 28th Street #104 Ft Lauderdale, FL 33308	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Goree, Mary J. P.O. Box 1127 Laguna Beach, CA 92652	Oil, Gas and Mineral Lease
Graham, Blanche 7825 Pecan Forest Baytown, TX 77521	Oil, Gas and Mineral Lease
Graves, Ann Raborn 1215 W 22 1/2 Austin, TX 78705	Oil, Gas and Mineral Lease
Green, AC PO Box 487 Lolita, TX 77971-0487	Oil, Gas and Mineral Lease
Grove Holdings, LLC c/o Marc Hesse 15303 Dallas Parkway Suite 1040 Addison, TX 75001	Salt Water Disposal Agreement, Goose Creek Field
Hackfeld, Milton L. & Virginia 1801 Sheridan Baytown, TX 77520	Oil, Gas and Mineral Lease
Hagens, Marguerite R. 1839 FM 3171 Schulenburg, TX 78956-5526	Oil, Gas and Mineral Lease
Haldas, Frances 9054 Crighton Crossing Drive Conroe, TX 77302-3551	Oil, Gas and Mineral Lease
Hall, Robert Reavill 9757 Tappenbeck Drive Houston, TX 77055	Conveyance of Overriding Royalty Interest, Texas
Harder, Elaine D. 9126 Skiddy Rd. Junction City, TX 66441	Oil, Gas and Mineral Lease
Harris, Nancy W. Section 867 TR Encore Trust Co. Nine Greenway Plaza Suite 100 Houston, TX 77046	Oil, Gas and Mineral Lease
Hellmann, Betty T. 106 Broad Oaks Trail Houston, TX 77056-1215	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Helms, Margaret Ann 598 W Main Street Fairfield, TX 75840-1416	Oil, Gas and Mineral Lease
Henson, Jane Allen 4726 Sunnyside Drive Riverside, CA 92506	Oil, Gas and Mineral Lease
Hepler, Herb D. III 1020 Boston Blvd. Bedford, TX 76022	Oil, Gas and Mineral Lease
Hepler, Vicki R. 1956 Van Courtland Troy, MI 48083	Oil, Gas and Mineral Lease
Hepler, William B. 12127 22nd Street Santa Fe, TX 77510-2052	Oil, Gas and Mineral Lease
Hollaway, Brenda 512 Robindale Lane Fairfield, TX 75840	Oil, Gas and Mineral Lease
Holloway, Naomi Guion 1198 Milmar Drive NW Atlanta, GA 30327-1620	Oil, Gas and Mineral Lease
Holt, Dorothy T. 256 Stonehenge Drive #101 Louisville, KY 40207	Oil, Gas and Mineral Lease
Honeycutt, David E. 98 San Jacinto Blvd Suite 800 Austin, TX 78701	Conveyance of Overriding Royalty Interest, Texas
Houston Arts Combined Endowment Foundation Inc. PO Box 5383 Denver, CO 80217-5825	Oil, Gas and Mineral Lease
Howard, Ann Campbell 501 V E S Road Apt C306 Lynchburg, VA 24503-4629	Oil, Gas and Mineral Lease
Husband, Everett Gary 10707 Cantertrot Street Humble, TX 77338	Oil, Gas and Mineral Lease
Hydra-Bolt Inc. c/o Stephen Scallan P.O. Box 300 Prairieville, LA 70769	Oil, Gas and Mineral Lease

Sheet 9 of 20 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Johnson, Walter Fair Jr. Johnson, W.F. III & Johnson, R.T. 14902 Hwy 171 Mansfield, LA 71052	Oil, Gas and Mineral Lease
Jordan, Lonnie F. 14850 FM 439 McLanville, TX 76559-4608	Oil, Gas and Mineral Lease
Kelly, Melba A. PO Box 22024 Houston, TX 77227	Oil, Gas and Mineral Lease
Kerr McGee Oil & Gas Onshore LP Dept 1818 Denver, CO 80291-1818	Conveyance of Overriding Royalty Interest, Texas
Kerr, Sally Price Sponsel 6212 Cedar Creek Houston, TX 77057	Oil, Gas and Mineral Lease
Kinder Morgan Texas Pipeline, L.P. Contract Administration PO Box 283 Houston, TX 77001-0283	Gas Purchase Contract, Cleveland Field
Knight, Charles W. Jr. PO Box 1425 Austin, TX 78767	Conveyance of Overriding Royalty Interest, Texas
Kowalczyk, Gary 12222 Rocky Lane Court Houston, TX 77070	Conveyance of Overriding Royalty Interest, Texas
Krigar, Charlott Ball 1069 CR 6763 Dayton, KS 77535	Oil, Gas and Mineral Lease
Lamb Family Bypass Trust U/W/O Anna Clemetta Lamb 1010 Frances Street Deer Park, TX 77536	Oil, Gas and Mineral Lease
Ledbetter, Anne C. Peden Estate Buffington, Margaret 9414 Nacoma Drive Sun Lakes, AZ 85248	Oil, Gas and Mineral Lease
Ledwig, IJ PO Box 1262 Bay City, TX 77404-1262	Oil, Gas and Mineral Lease

Sheet **10** of **20** continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Lefever, Linda P. 1029 McCormick Road Mechanicsburg, PA 17065	Oil, Gas and Mineral Lease
Lensing, Charles Lee 4225 McLean Baytown, TX 77521	Oil, Gas and Mineral Lease
Long, Rolla L. Jr. 4189 Bellaire Blvd Suite 202 Houston, TX 77025	Conveyance of Overriding Royalty Interest, Texas
Ludtke, Amber c/o Marilyn Allen-Wright 2600 Lazy Hollow Drive #905 Houston, TX 77063	Oil, Gas and Mineral Lease
Ludtke, Lance 3705 Oak Haven Drive Forest Hill, TX 76119-7246	Oil, Gas and Mineral Lease
Luersen, Mary Alice Montalbo 4031 Bretton Ridge San Antonio, TX 78217	Oil, Gas and Mineral Lease
Maloney, Martha G. Estate Maloney, Michael G. Trustee 373 Creek Bend Drive Aledo, TX 76008	Oil, Gas and Mineral Lease
Maneely, Frances D. 3530 Ponce De Leon Ave Jacksonville, FL 32217	Oil, Gas and Mineral Lease
Marek, Kathleen P. 2003 Sunshine Point Kingwood, TX 77345	Oil, Gas and Mineral Lease
Marek, Todd D. 2003 Sunshine Point Kingwood, TX 77345	Oil, Gas and Mineral Lease
Massengale, Jean Ann 322 E Cedar Bayou Lynchburg Road Baytown, TX 77520	Oil, Gas and Mineral Lease
McComb, Austin B. Jr. 12072 Maverick Drive Willis, TX 77378	Oil, Gas and Mineral Lease
McDonald, Marian Lane 909 Wildwood Trail New Braunfels, TX 78130	Conveyance of Overriding Royalty Interest, Texas

Sheet 11 of 20 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
McGary, Miriam & Cooper, Kathleen O. Est 17027 Turkey Point Street San Antonio, TX 78232-1832	Oil, Gas and Mineral Lease
McGehee Family Living Trust 146 Broadmoor Street Meadowlakes, TX 78654-6602	Oil, Gas and Mineral Lease
McNamara, Timothy S. 5801 Bullard Drive Austin, TX 78757-4403	Conveyance of Overriding Royalty Interest, Texas
McWhorter, Mattie Armstrong 115 Kolb Houston, TX 77017	Oil, Gas and Mineral Lease
Means, Casey W. 603 North Texana Street Hallettsville, TX 77964	Conveyance of Overriding Royalty Interest, Texas
Means, Jimmy J. 24018 Sunny Glen Huffman, TX 77336	Conveyance of Overriding Royalty Interest, Texas
Means, Robert W. 10215 Valencia Houston, TX 77031	Conveyance of Overriding Royalty Interest, Texas
Meier, Michael Anthony c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Meldahl, Gracie c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Menough, Marcus J. 1223 Lexington Green Missouri City, TX 77459	Conveyance of Overriding Royalty Interest, Texas
Miller, Grace T. 500 Cramer Mountain Road Cramerton, NC 28032-1663	Oil, Gas and Mineral Lease
Mitchell, Virgie PO Box 27 Mont Belvieu, TX 77580	Oil, Gas and Mineral Lease

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Mobile Modular Management Corporation 4445 E Sam Houston Pkwy S Pasadena, TX 77505	Lease Agreement - Modular Building, Goose Creek Field
Montalbo, Paul E. 170 Lower Deitert Road Comfort, TX 78013	Oil, Gas and Mineral Lease
Montalbo, Richard D. 2930 Jasper Road San Antonio, TX 78223	Oil, Gas and Mineral Lease
Montalbo, Robert 3206 Oneida Drive San Antonio, TX 78230	Oil, Gas and Mineral Lease
Moon, Laura 8826 Carvel Lane Houston, TX 77036	Conveyance of Overriding Royalty Interest, Texas
Moore, James T. III 105 Mistywood Circle Lufkin, TX 75904	Oil, Gas and Mineral Lease
MTGLQ Investors, L.P. c/o Goldman, Sachs & Co. 85 Broad St. New York, NY 10004	Conveyance of Overriding Royalty Interest, Texas
Mulkey, Gordon Delroy PO Box 2321 Mont Belvieu, TX 77580	Oil, Gas and Mineral Lease
Nance, Bill W. 255 Timber Ridge Road Greeneville, TN 37743	Oil, Gas and Mineral Lease
Neverdowski, Stephanie W. 2314 Chelsea Ridge Court Katy, TX 77450	Oil, Gas and Mineral Lease
Newberry, Robert A. 2525 West T C Jester Blvd Houston, TX 77008-1313	Oil, Gas and Mineral Lease
O'Gorman, John Michael 5508 14th Street NW Washington, DC 20011	Oil, Gas and Mineral Lease
Oloham, Forrest R. III PO Box 3928 Beaumont, TX 77704-3928	Oil, Gas and Mineral Lease

Sheet 13 of 20 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Foothills Texas, Inc.

Case No. 09-10452 (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.
Osprey Resources, Inc. PO Box 56449 Houston, TX 77256-6449	Oil, Gas and Mineral Lease
Ostner, Constance Eversberg 822 Watts Drive SE Huntsville, AL 35801	Oil, Gas and Mineral Lease
Palmer Parker Woods III 68-3840 Lua Kula Street Waikola, HI 96738	Oil, Gas and Mineral Lease
Pearson, John B. & Dorothy 1813 Old Gulph Road Villanova, PA 19085	Oil, Gas and Mineral Lease
Peden, David D. Jr. Porter & Hedges 1000 Main S. 36th Floor Houston, TX 77002	Oil, Gas and Mineral Lease
Peden, John R. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Peden, Margerie B. 11930 Queensbury Houston, TX 77024	Oil, Gas and Mineral Lease
Pope, Deborah Husband 2615 Aldford Austin, TX 78745	Oil, Gas and Mineral Lease
Postoak, Vicki L. 8226 Sugar Cane Drive Baytown, TX 77520	Oil, Gas and Mineral Lease
Read, Nicholas C. 4303 Elm Street Chevy Chase, MD 20815	Oil, Gas and Mineral Lease
Reese, Malynn 509 Glen Haven Conroe, TX 77385	Oil, Gas and Mineral Lease
Robert A. Welch Foundation 5555 San Felipe Suite 1900 Houston, TX 77056-2732	Conveyance of Overriding Royalty Interest, Texas

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Roberts, Ladelle 202 Nicole Way Bastrop, TX 78602	Conveyance of Overriding Royalty Interest, Texas
Robinson, Jeannette D. 2200 Friar Tuck Lane Albany, GA 31707	Oil, Gas and Mineral Lease
Robro Royalty Partners Ltd. Austin, TX 74714-1638	Oil, Gas and Mineral Lease
Rogers, Nadine C. 792 Main Street Portola, CA 96122	Oil, Gas and Mineral Lease
Rogers, Thomas Peden 2110 Harbor Court Rockport, TX 78382	Oil, Gas and Mineral Lease
Rollins, Ann 24905 Long Hollow Trail Leander, TX 78641	Oil, Gas and Mineral Lease
Rosson, Marsha Mitchamore 1360 W. County Line Rd #1105 New Braunfels, TX 78130	Oil, Gas and Mineral Lease
Rudnick, Sally Jo 951 Dunham Lane Buffalo Grove, IL 60089	Conveyance of Overriding Royalty Interest, Texas
Sanford, Hope B. 12909 Lantana Trail Buda, TX 78610	Oil, Gas and Mineral Lease
Sara Chace Bullard Marital Trust 2107 Bellmeade Street Houston, TX 77019-5921	Oil, Gas and Mineral Lease
Scamardo, Susan B. 6773 Sunshine Valley Navasota, TX 77868	Conveyance of Overriding Royalty Interest, Texas
Sears, Robert Bonner 2431 Robinhood Houston, TX 77005	Conveyance of Overriding Royalty Interest, Texas
Shatto, Mary T. 3002 S. Peach Hollow Circle Pearland, TX 77584	Oil, Gas and Mineral Lease

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Smead, Kathy Marie 2193 Providence Blvd Cuyahoga Falls, OH 44221	Oil, Gas and Mineral Lease
Snider, Lisa Diane 714 Grantham Baytown, TX 77521	Oil, Gas and Mineral Lease
Spear, Cora Conner 3 Ames Circle Houston, TX 77024	Oil, Gas and Mineral Lease
Sponsel, Mary Jane Price 3436 Meadow Lake Lane Houston, TX 77027	Oil, Gas and Mineral Lease
Sponsel, Mary Jeanette 2929 Buffalo Speedway #901 Houston, TX 77098	Oil, Gas and Mineral Lease
Sponsel, Thane Tyler Jr. Attorney at Law 1200 Binz Suite 410 Houston, TX 77004	Oil, Gas and Mineral Lease
St. John, Ralph V. P.O. Box 4602 Jackson, MS 39296-4602	Oil, Gas and Mineral Lease
Stewart, Jane Peden 2211 Briarstead Houston, TX 77057-2934	Oil, Gas and Mineral Lease
Stone Mountain Petroleum LLC 1404 Arlington Houston, TX 77008	Oil, Gas and Mineral Lease
Story, Louis T. & Cheryl Ann P.O. Box 1804 Cowpens, SC 29330	Oil, Gas and Mineral Lease
Streich, William A. Jr. 6003 Parkwood Place Sugar Land, TX 77479-5887	Oil, Gas and Mineral Lease
Sumbera, Dennis G. 11719 Pointer Ridge Lane Cypress, TX 77433	Conveyance of Overriding Royalty Interest, Texas
Sumbera, Geraldine R. 1115 Drava Lane Houston, TX 77090	Conveyance of Overriding Royalty Interest, Texas

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Sumbera, Patrick H. 1115 Drava Lane Houston, TX 77090	Conveyance of Overriding Royalty Interest, Texas
Sunoco Partners Marketing & Terminals L. Fluor Daniel Dr. Bldg A Level 3 Sugar Land, TX 77478	Crude Oil Purchase Agreement, Texas
Sutton LLC, Jerry & Mary HC 64 Box 100 Loco, OK 73442	Oil, Gas and Mineral Lease
Swanson, Ione Masterson 10726 Bayou Glen Houston, TX 77042	Oil, Gas and Mineral Lease
TARH E&P Holdings LP San Jacinto Center 98 San Jacinto Blvd Suite 800 Austin, TX 78701	Conveyance of Overriding Royalty Interest, Texas
Tavary, Paula 5613 Hathaway Ct Midland, TX 79707	Oil, Gas and Mineral Lease
Teague, Henry G. 9 Willow Drive Hearne, TX 77859	Oil, Gas and Mineral Lease
Thibodeaux, Gwendolyn Wright PO Box 577 Ben Wheeler, TX 75754	Oil, Gas and Mineral Lease
Thomas, Anthony K. 606 Oak Berry Drive Kemah, TX 77565	Oil, Gas and Mineral Lease
Thomas, Donna R. 4618 Arbor Lane Pasadena, TX 77505	Oil, Gas and Mineral Lease
Thomas, Doyle Edwin Jr. 905 Idlewood Drive Baytown, TX 77520	Oil, Gas and Mineral Lease
Thomas, Felicia Bullard 8602 Oak Ledge Drive Austin, TX 78748	Oil, Gas and Mineral Lease

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Thomas, John D. 2609 Red River Trail Deer Park, TX 77536	Oil, Gas and Mineral Lease
Trinity Walker Timber L.P. c/o American Forest Management 215 Winchester Dr. Suite 111 Tyler, TX 75701-8847	Pipeline License Agreement, Cleveland Field
Trust of Doherty, James Patrick U/W/O/ Doherty, Wilfred T. PO Box 99084 Fort Worth, TX 76199-0084	Oil, Gas and Mineral Lease
Trust of Doherty, Deborah U/W/O/ Doherty, Wilfred T. PO Box 11566 Birmingham, AL 35202	Oil, Gas and Mineral Lease
Trust of Kelly, Doherty Diana U/W/O/ Doherty, Wilfred T. PO Box 99084 Fort Worth, TX 76199-0084	Oil, Gas and Mineral Lease
Trust of Thornhill, Susanne U/W/O Oldham, Susanne PO Box 3928 Beaumont, TX 77704-3928	Oil, Gas and Mineral Lease
Trust of White, Carl Carl, Anne T. and White, Anderson B. PO Box 218 West Columbia, TX 77486	Oil, Gas and Mineral Lease
Turner, Wilma PO Box 16207 Hattiesburg, MS 39404-6207	Oil, Gas and Mineral Lease
U.S. Specialty Insurance Company 13403 Northwest Freeway Houston, TX 77040-6094	Payment and Indemnity Agreement
Union Seaboard Corp 11215 Montebello Court Houston, TX 77024-7414	Conveyance of Overriding Royalty Interest, Texas
Valdez, Vanessa R. 612 Kingston Lacy Blvd Pflugerville, TX 78660	Conveyance of Overriding Royalty Interest, Texas

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Verizon Internet Solutions DFW Trade Center Bldg. C Suite 400 Mailcode: HQGA1A01 Grapevine, TX 76051	Terms of Service - Telecommunications, Goose Creek Field
Walker, Barbara N. 2102 Kilkenny Circle Pearland, TX 77581	Oil, Gas and Mineral Lease
Westmoreland, Margie Hepler 504 East Dallas Conroe, TX 77301	Oil, Gas and Mineral Lease
Wetz, Brigitte 5501 Colinton Ave Manor, TX 78653	Conveyance of Overriding Royalty Interest, Texas
Wheeler, Deborah Susanne 3518 Gail Street Baytown, TX 77520	Oil, Gas and Mineral Lease
White, Karen 1717 Star Light Circle Cedar Park, TX 76815	Conveyance of Overriding Royalty Interest, Texas
Williams, Robert Charles PO Box 807 Clarendon, TX 79226	Oil, Gas and Mineral Lease
Willson, Suzanne F. 4006 Waterwood Drive Baytown, TX 77521	Oil, Gas and Mineral Lease
Woll, Christopher 3845 FM 2222 #38 Austin, TX 78730	Conveyance of Overriding Royalty Interest, Texas
Woods, Christopher H. 7915 Braesview Houston, TX 77071	Oil, Gas and Mineral Lease
Wren, Joe E. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease
Wren, Joe G. Jr. c/o TX Comptroller Public Accts UP Holder Reporting Section PO Box 12019 Austin, TX 78711-2019	Oil, Gas and Mineral Lease

In re **Foothills Texas, Inc.**

Case No. **09-10452 (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.
Wright, Floy Joyce Wright, Arthur, A/I/F 815 Mary Street Clifton, TX 76634	Oil, Gas and Mineral Lease
Wright, Marshall Rt 3 Box 584 San Augustine, TX 75972	Oil, Gas and Mineral Lease
Wright, Robert L. 606 Scenic Drive Baytown, TX 77521	Oil, Gas and Mineral Lease
XTO Energy Inc. JP Morgan Chase Lockbox PO Box 730586 Dallas, TX 75373-0586	Conveyance of Overriding Royalty Interest, Texas
Yantis, Richard O. 2215 Mistletoe Ave. Ft Worth, TX 76110	Oil, Gas and Mineral Lease
Yantis, Robert L. 3900 River Oaks Drive Kingsland, TX 78639-5230	Oil, Gas and Mineral Lease
Yaws, Bernice Conklin 9098 N Highway 16 San Saba, TX 76877	Oil, Gas and Mineral Lease
Zukowski Bresenhan & Sinex, L.L.P. 1177 West Loop South Houston, TX 77027	Legal Services

In re Foothills Texas, Inc.Case No. 09-10452 (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 12 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 Oklahoma, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Regiment Capital Special Situations Fund III, L.P. 222 Berkeley Street 12 Floor Boston, MA 02116
Foothills Oklahoma, Inc. 4540 California Avenue Suite 550 Bakersfield, CA 93309 Co-Borrower	Wells Fargo Foothills, LLC 1100 Abernathy Road Suite 1600 Atlanta, GA 30328
Foothills Oklahoma, 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 12 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

In re **Foothills Texas, Inc.**

Case No. **09-10452 (CSS)**

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

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

**United States Bankruptcy Court
District of Delaware**

In re Foothills Texas, Inc.
Debtor(s)

Case No. 09-10452 (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 46 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.