

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): SunCor Development Company	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 86-0199785	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 80 East Rio Salado Parkway Suite 410 Tempe, AZ	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 85281	ZIP Code
County of Residence or of the Principal Place of Business: Maricopa	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
-------------------------------	---	----------------------------------	----------------------------------	--------------------------------------	---------------------------------------	--	--	---	---------------------------------------

Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
--	--	---	---	---	---	--	---	---	--

Estimated Liabilities

<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
---	--	---	---	--	---	--	---	---	--

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): SunCor Development Company
---	---

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See attached list	Case Number:	Date Filed:
District: Arizona	Relationship: Affiliate	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
---	--

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
SunCor Development Company

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Thomas J. Salerno
Signature of Attorney for Debtor(s)

Thomas J. Salerno 007492
Printed Name of Attorney for Debtor(s)

Squire Sanders (US) LLP
Firm Name

One East Washington Street, #2700
Phoenix, AZ 85004

Address

Email: thomas.salerno@squiresanders.com
602-528-4000 Fax: 602-253-8129

Telephone Number

February 24, 2012
Date

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Joseph F. Lapinsky
Signature of Authorized Individual

Joseph F. Lapinsky
Printed Name of Authorized Individual

Authorized Representative
Title of Authorized Individual

February 24, 2012
Date

Date

Pending Bankruptcy Case Filed by a Partner or Affiliate of this Debtor

Avimor, LLC
BV at Hayden Ferry Lakeside, LLC
Edgewater at Hayden Ferry Lakeside, LLC
Kabuto SunCor Joint Venture
Lakeside Residential Communities, LLC
Rancho Viejo de Santa Fe, Inc.
Sedona Golf Resort LC
StoneRidge Commercial LLC
StoneRidge Golf Course LLC
StoneRidge-Prescott Valley LLC
SunCor Construction AZ, Inc.
SunCor Construction, Inc.
SunCor Development Company
SunCor Golf, Inc.
SunCor Homes, Inc.
SunCor Idaho, Inc.
SunCor New Mexico, Inc.
SunCor Utah, Inc.

NOTE: Asset and Liability totals do not include receivables and payables among affiliated debtors.

**United States Bankruptcy Court
District of Arizona**

In re SunCor Development Company

Debtor(s)

Case No. _____

Chapter 11

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
SIMPLOT PARTNERS DEPT #1136 Los Angeles, CA 90084-1136	SIMPLOT PARTNERS DEPT #1136 Los Angeles, CA 90084-1136	Chemicals		83,875.35
PNC EQUIPMENT FINANCE PO Box 931034 Cleveland, OH 44193	PNC EQUIPMENT FINANCE PO Box 931034 Cleveland, OH 44193	GPS unit lease		25,980.00
HFL Joint Committee c/o Rossmar & Graham- Sheryl Bell 9362 E Raintree Dr Scottsdale, AZ 85260	HFL Joint Committee c/o Rossmar & Graham-Sheryl Bell 9362 E Raintree Dr Scottsdale, AZ 85260	Refund of overpayment	Disputed	11,390.53
HELENA CHEMICAL COMPANY FILE No 73801 P O Box 60000 San Francisco, CA 94160- 3801	HELENA CHEMICAL COMPANY FILE No 73801 P O Box 60000 San Francisco, CA 94160-3801	Chemicals		2,757.61
AHEAD, INC 270 Barnet Boulevard Attn: A/R New Bedford, MA 02745	AHEAD, INC 270 Barnet Boulevard Attn: A/R New Bedford, MA 02745	Golf Shop Merchandise		2,439.88
Express Recovery Services, Inc. The Law Office of Edwin Parry P O Box 25727 Salt Lake City, UT 84125- 0727	Express Recovery Services, Inc. The Law Office of Edwin Parry P O Box 25727 Salt Lake City, UT 84125-0727	Questar Gas Main Extension Agreement	Disputed	2,209.21
SIMPSON NORTON CORPORATION PO Box 52534 Phoenix, AZ 85072-2534	SIMPSON NORTON CORPORATION PO Box 52534 Phoenix, AZ 85072-2534	Equipment Parts/Tools		1,741.16
GEAR FOR SPORTS 12193 Collection Center Drive Chicago, IL 60693	GEAR FOR SPORTS 12193 Collection Center Drive Chicago, IL 60693	Golf Shop Merchandise		1,697.84

Debtor(s)

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
CALLAWAY GOLF PO Box 9002 Carlsbad, CA 92018-9002	CALLAWAY GOLF PO Box 9002 Carlsbad, CA 92018-9002	Golf Shop Merchandise		1,474.50
IMPERIAL HEADWEAR, INC. 1086 Paysphere Circle Chicago, IL 60674	IMPERIAL HEADWEAR, INC. 1086 Paysphere Circle Chicago, IL 60674	Golf Shop Merchandise		1,447.30
CARTER OIL COMPANY, INC. PO Box 2506 Flagstaff, AZ 86003	CARTER OIL COMPANY, INC. PO Box 2506 Flagstaff, AZ 86003	Gasoline/Diesel Fuel		1,372.64
TEXTRON FINANCIAL CORPORATION Dept. AT 40219 Atlanta, GA 31192-0219	TEXTRON FINANCIAL CORPORATION Dept. AT 40219 Atlanta, GA 31192-0219	Equipment lease		1,000.00
GLOVEIT, LLC 537 South 48th Street -Suite 106 Tempe, AZ 85261	GLOVEIT, LLC 537 South 48th Street -Suite 106 Tempe, AZ 85261	Golf Shop Merchandise		985.13
NIKE USA, INC. PO Box 847648 Dallas, TX 75284-7648	NIKE USA, INC. PO Box 847648 Dallas, TX 75284-7648	Golf Shop Merchandise		980.93
SEDONA PUBLISHING COMPANY PO Box 219 Sedona, AZ 86339	SEDONA PUBLISHING COMPANY PO Box 219 Sedona, AZ 86339	Advertising		933.33
DORFMAN-PACIFIC COMPANY NW 5412 P O Box 1450 Minneapolis, MN 55485-5412	DORFMAN-PACIFIC COMPANY NW 5412 P O Box 1450 Minneapolis, MN 55485-5412	Golf Shop Merchandise		836.53
A. M. PLAYER 12338 Lower Azusa Road Arcadia, CA 91006	A. M. PLAYER 12338 Lower Azusa Road Arcadia, CA 91006	Golf Shop Merchandise		800.92
GREEN SOURCE, L. L. C. PO Box 1202 Centerville, UT 84014-5202	GREEN SOURCE, L. L. C. PO Box 1202 Centerville, UT 84014-5202	Dye for chemicals/fertilizer		783.36
UNITED RENTALS, INC. FILE 51122 Los Angeles, CA 90074-1122	UNITED RENTALS, INC. FILE 51122 Los Angeles, CA 90074-1122	Golf course equipment rental		762.78
HORIZON PO Box 52758 Phoenix, AZ 85072-2758	HORIZON PO Box 52758 Phoenix, AZ 85072-2758	Equipment Parts/Tools		704.42

In re SunCor Development Company
Debtor(s)

Case No. _____

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

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

Date February 24, 2012

Signature /s/ Joseph F. Lapinsky
Joseph F. Lapinsky
Authorized Representative

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

**United States Bankruptcy Court
District of Arizona**

In re SunCor Development Company
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Pinnacle West Capital Corporation 400 N. 5th Street Phoenix, AZ 85004	Common Stock	100%	Common Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date February 24, 2012

Signature /s/ Joseph F. Lapinsky
Joseph F. Lapinsky
Authorized Representative

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

**United States Bankruptcy Court
District of Arizona**

In re SunCor Development Company
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for SunCor Development Company in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Pinnacle West Capital Corporation
400 N. 5th Street
Phoenix, AZ 85004

None [*Check if applicable*]

February 24, 2012
Date

/s/ Thomas J. Salerno
Thomas J. Salerno
Signature of Attorney or Litigant
Counsel for **SunCor Development Company**
Squire Sanders (US) LLP
One East Washington Street, #2700
Phoenix, AZ 85004
602-528-4000 Fax:602-253-8129
thomas.salerno@squiresanders.com

**United States Bankruptcy Court
District of Arizona**

In re SunCor Development Company

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>546,687.99</u>
Prior to the filing of this statement I have received	\$	<u>546,687.99</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: February 24, 2012

/s/ Thomas J. Salerno

Thomas J. Salerno
Squire Sanders (US) LLP
One East Washington Street, #2700
Phoenix, AZ 85004
602-528-4000 Fax: 602-253-8129
thomas.salerno@squiresanders.com

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF SUNCOR DEVELOPMENT COMPANY**

Effective as of February 24, 2012

The undersigned, being the members of the board of directors (the "Board") of SunCor Development Company (the "Company"), do hereby unanimously consent to the adoption of the following resolutions:

WHEREAS, the Board has reviewed the materials presented by the management and advisors of the Company regarding the liabilities, cash flow and liquidity of the Company and the strategic alternatives available to the Company; and

WHEREAS, the Board has sought the advice of counsel and other professionals and have determined that it is in the Company's best interest file a petition under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101-1330 (the "Bankruptcy Code"); and

WHEREAS, under Section 3.09 of the Bylaws of SunCor Development Company amended as of June 7, 2005 (the "Bylaws") action may be taken by the Board without a meeting by written consent..

NOW, THEREFORE, IT IS RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other interested parties that a petition under chapter 11 of the Bankruptcy Code be filed by the Company and any or all of its subsidiaries, and that the Board approve the commencement of bankruptcy proceedings on behalf of the Company and any or all of its subsidiaries; and it is

RESOLVED FURTHER that any officer of Company, or such other individuals as the Board may direct (the "Authorized Persons"), acting on behalf of the Board and any member of the law firm of Squire Sanders (US) LLP ("Squire Sanders"), are authorized and directed to execute and file, or cause to be executed and filed, on behalf of the Company and any or all of its subsidiaries, all petitions and schedules, lists and other motions, papers or documents, and to take any and all action that the Authorized Persons or Squire Sanders deem necessary or proper to effectuate the filing of a chapter 11 bankruptcy case on behalf of the Company and any or all of its subsidiaries, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's or its subsidiaries' businesses, on or after February 24, 2012; and it is

RESOLVED FURTHER that the Company, acting in its capacity as a member, partner, or shareholder of any subsidiary, is authorized and directed to execute and file, or cause to be executed and filed, all petitions and schedules, lists and other motions, papers or documents, and to take any and all action that the Company deems necessary or proper to effectuate the filing of a chapter 11 bankruptcy case of any direct or indirect subsidiaries, including, without limitation, any action necessary to maintain the ordinary course operation of such indirect subsidiaries' businesses, on or after February 24, 2012; and it is

RESOLVED FURTHER that the Authorized Persons be, and hereby are, authorized and directed to employ the law firm of Squire Sanders as general bankruptcy counsel to represent and

assist the Company and any or all of its subsidiaries in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's or its subsidiaries' rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Squire Sanders, all on such terms and conditions as agreed to by the Authorized Persons; and it is

RESOLVED FURTHER that the Authorized Persons are hereby authorized and empowered by and on behalf of the Company and in its name, including in its capacity as a member, partner, or shareholder of any or all of its subsidiaries, to employ any other professionals that in the Authorized Persons' judgment shall be necessary or desirable to assist the Company or any or all of its subsidiaries in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any professionals as necessary; and it is

RESOLVED FURTHER that the Authorized Persons are hereby authorized and empowered by and on behalf of the Board to execute and deliver all applications, certificates, agreements or any other instruments or documents or any amendments or supplements thereto and to do and to cause any and all other acts and things as they or any of them may deem necessary or appropriate to effectuate the purpose of the foregoing resolutions and the execution by such Authorized Persons of such documents shall conclusively establish their authority therefore from the Board and the approval and ratification by the Board of such documents so executed and the actions so taken on behalf of each of the Company or any or all of its subsidiaries; and it is

RESOLVED FURTHER, that any and all actions taken by any Authorized Person in effecting the purpose of the foregoing resolutions prior to the date the foregoing resolutions are actually adopted are hereby ratified, approved, confirmed and adopted in all respects; and it is

RESOLVED FURTHER, that the Board hereby adopts, as if fully set forth herein, the form of any and all resolutions required in connection with the matters set forth herein; provided that (i) the Authorized Persons deem the adoption of such resolutions necessary or advisable and (ii) the Board evidences such adoption by filing copies of such resolutions with the minutes of the Company; and it is

RESOLVED FURTHER, that the Authorized Persons are authorized and empowered to certify to the passage of the foregoing resolutions under the seal of the Company, or otherwise; and it is

RESOLVED FURTHER, that under Sections 3.09 of the Bylaws, the actions taken by this written consent shall have the same force and effect as if taken at a meeting of the Board duly called. This written consent may be executed in one or more counterparts, each one of which shall be deemed an original, and all of which together shall constitute one instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this written consent effective as of the date set forth above.

DIRECTORS:

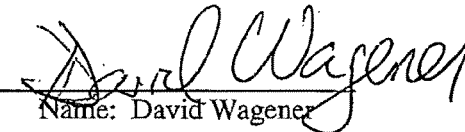
By: Joseph F. Lapinsky
Name: Joseph F. Lapinsky

By: _____
Name: David Wagener

IN WITNESS WHEREOF, the undersigned has duly executed this written consent effective as of the date set forth above.

DIRECTORS:

By: _____
Name: Joseph F. Lapinsky

By: 
Name: David Wagener