

United States Bankruptcy Court District of Arizona	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Val-Mid Associates, L.L.C.	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)/Complete EIN (if more than one, state all): 20-2253229	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 1600 W. Valencia Tucson, AZ 85746	Street Address of Joint Debtor (No. & Street, City, and State):
County of Residence or of the Principal Place of Business: Pima	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 13098 N. High Hawk Marana, AZ 85653	Mailing Address of Joint Debtor (if different from street address):

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.
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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.	Check one box: Chapter 11 Debtors <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 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). 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).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <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 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	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Val-Mid Associates, L.L.C.	
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: - None -	Case Number:	Date Filed:	
District:	Relationship:	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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Val-Mid Associates, L.L.C.</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X /s/ John R. Clemency</p> <p>_____ Signature of Attorney for Debtor(s) John R. Clemency 009646</p> <p>_____ Printed Name of Attorney for Debtor(s) Gallagher & Kennedy, P.A.</p> <p>_____ Firm Name 2575 E. Camelback Rd.</p> <p>_____ Address Phoenix, AZ 85016</p> <p>_____ Email: john.clemency@gknet.com</p> <p>_____ Telephone Number 602-530-8000 Fax: 602-530-8500</p> <p>_____ Date September 14, 2012</p> <p><small>*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.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>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</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>X /s/ James F. Alderson</p> <p>_____ Signature of Authorized Individual James F. Alderson</p> <p>_____ Printed Name of Authorized Individual Manager/Member</p> <p>_____ Title of Authorized Individual September 14, 2012</p> <p>_____ Date</p>	

**United States Bankruptcy Court
District of Arizona**

In re Val-Mid Associates, L.L.C.

Debtor(s)

Case No.

Chapter

11

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>
Arizona Daily Star 4850 S. Park Avenue P.O. Box 26887 Tucson, AZ 85726-6887	Arizona Daily Star 4850 S. Park Avenue P.O. Box 26887 Tucson, AZ 85726-6887	Vendor		607.39
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	Sales Tax		3,787.30
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	RE Tax for 3535 E. Irvington Road		38,266.25
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	RE Taxes for 1600 W. Valencia		33,341.98
Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704	Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704	2 Commercial properties listed in Schedule A along with FF&E	Unliquidated Disputed	275,000.00
Chevron Corporation P.O. Box 530950 Atlanta, GA 30353-0950	Chevron Corporation P.O. Box 530950 Atlanta, GA 30353-0950	Vendor		90,176.70
Chevron Global Downstream NAP 4800 Fournace Place W530A Bellaire, TX 77401-2324	Chevron Global Downstream NAP 4800 Fournace Place W530A Bellaire, TX 77401-2324	Refresh Incentive Agreement	Unliquidated Disputed	114,000.00
Clear Channel Outdoor P.O. Box 742025 Los Angeles, CA 90074-2025	Clear Channel Outdoor P.O. Box 742025 Los Angeles, CA 90074-2025	Vendor		650.00

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Coca-Cola Enterprises P.O. Box 840232 Dallas, TX 75284-0232	Coca-Cola Enterprises P.O. Box 840232 Dallas, TX 75284-0232	Vendor		4,374.11
Coremark 353 Meyers Circle Corona, CA 92879	Coremark 353 Meyers Circle Corona, CA 92879	Vendor		8,999.78
Eagle Eye Inventory 4004 E. Hamblin Drive Phoenix, AZ 85050	Eagle Eye Inventory 4004 E. Hamblin Drive Phoenix, AZ 85050	Vendor		1,000.00
Finley Distributing 2104 S. Euclid Tucson, AZ 85713	Finley Distributing 2104 S. Euclid Tucson, AZ 85713	Vendor		996.69
Golden Eagle Inc. P.O. Box 27506 705 E. Ajo Way Tucson, AZ 85726	Golden Eagle Inc. P.O. Box 27506 705 E. Ajo Way Tucson, AZ 85726	Vendor		1,270.76
James F. Alderson 81-280 Legends Way La Quinta, CA 92253	James F. Alderson 81-280 Legends Way La Quinta, CA 92253	Business Loan		236,000.00
Midvale Associates, LLC 13098 High Hawk Marana, AZ 85653	Midvale Associates, LLC 13098 High Hawk Marana, AZ 85653	Business Loan		135,000.00
Pepsi Cola of Tucson P.O. Box 52709 Tucson, AZ 85702	Pepsi Cola of Tucson P.O. Box 52709 Tucson, AZ 85702	Vendor		5,453.45
Pepsi-Cola Company P.O. Box 75948 Chicago, IL 60675-5948	Pepsi-Cola Company P.O. Box 75948 Chicago, IL 60675-5948	Vendor		2,857.83
Prudential Overall Supply P.O. Box 11210 Santa Ana, CA 92711-1210	Prudential Overall Supply P.O. Box 11210 Santa Ana, CA 92711-1210	Vendor		793.33
SSCS 650 Word St. Salinas, CA 93901	SSCS 650 Word St. Salinas, CA 93901	Vendor		2,100.00

In re Val-Mid Associates, L.L.C.
Debtor(s)

Case No. _____

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

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

I, the Manager/Member 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 September 14, 2012

Signature /s/ James F. Alderson
James F. Alderson
Manager/Member

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.

In re **Val-Mid Associates, LLC**

Case No. _____

Debtor(s) _____

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 co-tenant, 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 the 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		Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Commercial Property located at 1600 W. Valencia Road, Tucson, Arizona 85746:	Fee simple		\$2,000,000.00 (of which \$183,000 is FF&E)* *Value based on Summary Appraisal Report of the property prepared by Southwest Appraisal Assoc. Inc. dated 12/26/11	\$4,475,000.00 (total claim for both properties); unliquidated and disputed
Commercial Property located at 3535 E. Irvington, Tucson, Arizona 85714:	Fee simple		\$2,200,000.00 (of which \$175,000 is FF&E)* *Value based on Summary Appraisal Report of the property prepared by Southwest Appraisal Assoc. Inc. dated 12/26/11	\$4,475,000.00 (total claim for both properties); unliquidated and disputed
Total:			\$4,200,000.00	\$4,475,000.00

(Report also on Summary of Schedules)

In re Val-Mid Associates, L.L.C.

Case No. _____

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 petition 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	Cash		-	6,167.39
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.	Chase Checking account ending in -7777		-	63,631.26
	Canyon Community Bank Checking Account ending in -2604		-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	None		-	0.00
4. Household goods and furnishings, including audio, video, and computer equipment.	None		-	0.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	None		-	0.00
6. Wearing apparel.	None		-	0.00
7. Furs and jewelry.	None		-	0.00
8. Firearms and sports, photographic, and other hobby equipment.	None		-	0.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	Crest Insurance Group general liability insurance policy dated 8/13/12		-	0.00
	Zurich/Inlink Insurance bodily injury and property damage insurance policy dated 1/24/12		-	0.00
10. Annuities. Itemize and name each issuer.	None		-	0.00
Sub-Total >				69,798.65
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

In re Val-Mid Associates, L.L.C.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	None		-	0.00
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	None		-	0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	None		-	0.00
14. Interests in partnerships or joint ventures. Itemize.	None		-	0.00
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	None		-	0.00
16. Accounts receivable.	A/R Balance		-	62,144.45
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	None		-	0.00
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	None		-	0.00
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.	None		-	0.00
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	None		-	0.00
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.	None		-	0.00

Sub-Total > **62,144.45**
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Val-Mid Associates, L.L.C.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	None		-	0.00
23. Licenses, franchises, and other general intangibles. Give particulars.		State of Arizona Liquor License 10103451 Issued 8/4/2006 expires 10/31/2012	-	0.00
		Arizona State Board of Pharmacy Permit #P011168 Expires 10/31/2014	-	0.00
		Department of Weights and Measures Device Licenses 30908/19417 Expires 5/1/2013	-	0.00
		Pima County Health Department Food Service License 3017626 Expires 4/30/2013	-	0.00
		Arizona Lottery Retail Sales License #10930	-	0.00
		City of Tucson Business Licenses 1006386/0186150 Expires: 9/30/2012	-	0.00
		Chevron Products Company Franchise Agreements	-	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.	None		-	0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 Lincoln Aviator Tucson, Arizona	-	2,500.00
26. Boats, motors, and accessories.	None		-	0.00
27. Aircraft and accessories.	None		-	0.00
28. Office equipment, furnishings, and supplies.		Midvale furnishings, equipment and supplies located inside the building Location: 1600 W. Valencia, Tucson AZ 85746	-	150,000.00
		Irvington equipment, furnishings and supplies located inside the building Location: 3535 E. Irvington, Tucson Arizona	-	150,000.00
			Sub-Total >	302,500.00
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

Case 4:12-bk-20519-JMM Doc 1 Filed 09/14/12 Entered 09/14/12 15:51:39 Desc

In re Val-Mid Associates, L.L.C.
Debtor

Case No. _____

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
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule A	-	0.00
30. Inventory.		Midvale Store Inventory Location: 1600 W. Valencia, Tucson AZ 85746	-	32,465.00
		Midvale Fuel Location: 1600 W. Valencia, Tucson AZ 85746	-	56,091.44
		Irvington Store Inventory Location: 3535 E. Irvington, Tucson, Arizona	-	50,843.00
		Irvington Fuel - Location: 3535 E. Irvington, Tucson, Arizona	-	44,071.34
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
			Sub-Total >	183,470.78
			(Total of this page)	
			Total >	617,913.88

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

(Report also on Summary of Schedules)

In re **Val-Mid Associates, LLC**

Case No. _____

Debtor(s)

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 the 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 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 Without Deducting Value of Collateral" 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, if Any" 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 AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	Husband, Wife, Joint or Community		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
	C O D E B T O R	H W J C						
ACCOUNT NO.								
Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704		NA	4/28/2006 Deed of Trust 2 commercial properties listed in Schedule A along with FF&E VALUE: Aggregate value of two commercial properties is \$4,200,000.00 (values based on Summary Appraisals dated 12/26/11 prepared by Southwest Appraisal Assoc., Inc.)			X		
Total(s) (Use only on last page)							\$4,475,000.00	\$275,000.00

(Report also on Summary of Schedules)

If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re Val-Mid Associates, L.L.C.

Case No. _____

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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Val-Mid Associates, L.L.C.
Debtor

Case No. _____

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

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	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	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xxxxx6530			2012					
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	-		RE Taxes for 1600 W. Valencia					0.00
							33,341.98	33,341.98
Account No. xxxxx1060			2012					
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	-		RE Tax for 3535 E. Irvington Road					0.00
							38,266.25	38,266.25
Account No.			Sales Tax					
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	-							Unknown
							3,787.30	Unknown
Account No.			Taxes					
City of Tucson Collections Section P.O. Box 27320 Tucson, AZ 85726-7320	-							Unknown
							470.52	Unknown
Account No.								
Subtotal								0.00
(Total of this page)							75,866.05	71,608.23
Total								0.00
(Report on Summary of Schedules)							75,866.05	71,608.23

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

(Report on Summary of Schedules)

In re Val-Mid Associates, L.L.C.

Case No. _____

Debtor

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.)	Husband, Wife, Joint, or Community		CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	C O D E B T O R	H W J C				
Account No. xLY87 AIRGAS WEST P.O. Box 7423 Pasadena, CA 91109-7423		-				459.55
Account No. Arizona Daily Star 4850 S. Park Avenue P.O. Box 26887 Tucson, AZ 85726-6887		-				607.39
Account No. Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704		-		X	X	275,000.00
Account No. Chevron Corporation P.O. Box 530950 Atlanta, GA 30353-0950		-				90,176.70
Subtotal (Total of this page)						366,243.64

5 continuation sheets attached

In re Val-Mid Associates, L.L.C.

Case No. _____

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xx9914 Chevron Global Downstream NAP 4800 Fournace Place W530A Bellaire, TX 77401-2324	-		7/20/2007 Refresh Incentive Agreement		X	X	114,000.00
Account No. Cintas FAS Lockbox 636525 P.O. Box 636525 Cincinnati, OH 45263	-		Vendor				602.20
Account No. Clear Channel Outdoor P.O. Box 742025 Los Angeles, CA 90074-2025	-		Vendor				650.00
Account No. Coca-Cola Enterprises P.O. Box 840232 Dallas, TX 75284-0232	-		Vendor				4,374.11
Account No. Comcast Cable Dst 8251 N. Cortero Rd. Tucson, AZ 85743-9393	-		Vendor				85.26
Sheet no. <u>1</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	119,711.57

In re Val-Mid Associates, L.L.C., Debtor

Case No. _____

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. Concepts 380-A Internationale Drive Bolingbrook, IL 60440		Vendor					144.80	
Account No. Coremark 353 Meyers Circle Corona, CA 92879		Vendor					8,999.78	
Account No. Eagle Eye Inventory 4004 E. Hamblin Drive Phoenix, AZ 85050		Vendor					1,000.00	
Account No. Finley Distributing 2104 S. Euclid Tucson, AZ 85713		Vendor					996.69	
Account No. Golden Eagle Inc. P.O. Box 27506 705 E. Ajo Way Tucson, AZ 85726		Vendor					1,270.76	
Sheet no. <u>2</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,412.03

In re Val-Mid Associates, L.L.C.

Case No. _____

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. IBC P.O. Box 108 Ogden, UT 84402		Vendor				347.85
Account No. J2 Laboratories, Inc. 3640 N. First Avenue Suite 130 Tucson, AZ 85719		Vendor				83.00
Account No. James F. Alderson 81-280 Legends Way La Quinta, CA 92253		Business Loan				236,000.00
Account No. Landtamers Landscaping P.O. Box 18095 Tucson, AZ 85731		Vendor				260.00
Account No. Midvale Associates, LLC 13098 High Hawk Marana, AZ 85653		Business Loan				135,000.00
Sheet no. <u>3</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	371,690.85

In re Val-Mid Associates, L.L.C.

Case No. _____

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. Nancy K. Martinez c/o Bernstein & Poisson 320 S. Jones Blvd. Las Vegas, NV 89107			12/9/2011 Insurance Claim	X	X	X	Unknown	
Account No. x-xxx2920 Orkin Pest Control 895 W. Grant Road Tucson, AZ 85705-5306			Vendor				145.32	
Account No. x5768 Pepsi Cola of Tucson P.O. Box 52709 Tucson, AZ 85702			Vendor				5,453.45	
Account No. xxxx-xxxx-x2051 Pepsi-Cola Company P.O. Box 75948 Chicago, IL 60675-5948			Vendor				2,857.83	
Account No. xxx90-00 Prudential Overall Supply P.O. Box 11210 Santa Ana, CA 92711-1210			Vendor				793.33	
Sheet no. <u>4</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,249.93

In re Val-Mid Associates, L.L.C.

Case No. _____

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. xx-xx183-0 Saguaro Environmental Services P.O. Box 78829 Phoenix, AZ 85062-8829		Vendor				581.66
Account No. Sam's Club Discover P.O. Box 960016 Orlando, FL 32895-0016		Credit Card				212.36
Account No. SSCS 650 Word St. Salinas, CA 93901		Vendor				2,100.00
Account No.						
Account No.						

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

Subtotal
(Total of this page) **2,894.02**

Total
(Report on Summary of Schedules) **882,202.04**

In re Val-Mid Associates, L.L.C.

Case No. _____

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.
AIR-serv Group, LLC 1370 Mendota Heights Road Saint Paul, MN 55120	Contract dated: 2/8/2008 Contract for coin operated air machines
Chevron Products Company P.O. Box 530950 Atlanta, GA 30353-0950	Retailer Supply Contract
Clear Channel Outdoor 441 E. 24th Street Tucson, AZ 85713	Contract dated: 4/1/2012 Contract for outdoor bulletin Advertising Standard Terms
Dakota Internet Partners, Inc. 4003 E. Speedway Blvd., Suite 111 Tucson, AZ 85712	Contract dated: 9/24/2008 Contract for internet and telephone
Express Teller Services, Inc. 9855 N. 19th Drive, Suite 1 Phoenix, AZ 85021	Contract dated: 5/3/2006 Contract for ATM teller services
Oasis Fruit Cones 1600 W. Valencia Tucson, AZ 85746	Lease Agreement dated: 4/8/2003 Debtor is Lessor Lease Agreement re Management and operations of restaurant inside Madvale Park Chevron
R-Jen, LLC c/o R-Jen, Inc. 1551 S. 2nd Avenue Tucson, AZ 85713	Contract dated: 4/26/2007 Contract for water vending machines
Rural Metro Corporation 3759 N. Commerce Drive Tucson, AZ 85705	Fire Services Contract (annual renewal)
Service Station Computer Systems, Inc. 650 Work Street Salinas, CA 93901	Contract dated: 7/29/2005 Contract for back office software
Triwest Restaurants, LLC 3071 N. Swan Road Tucson, AZ 85712	Lease Agreement dated 7/12/2000 Debtor is Lessor 15 year lease expires 1/2016

In re Val-Mid Associates, L.L.C.
Debtor

Case No. _____

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
Connie B. Alderson 81-280 Legends Way La Quinta, CA 92253	Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704
James F. Alderson 81-280 Legends Way La Quinta, CA 92253	Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704
Sandra Schreiber 13098 High Hawk Marana, AZ 85653	Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704

**United States Bankruptcy Court
District of Arizona**

In re Val-Mid Associates, L.L.C.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager/Member 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 18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 14, 2012

Signature /s/ James F. Alderson
James F. Alderson
Manager/Member

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 Val-Mid Associates, L.L.C.

Debtor(s)

Case No.

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$9,607,461.00	2011 Business Operations of Val-Mid Associates, LLC
\$10,005,598.00	2010 Business Operations of Val-Mid Associates, LLC
\$10,134,228.00	2009 Business Operations of Val-Mid Associates, LLC

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			
NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
AZ Lottery 4740 E. University Drive Phoenix, AZ 85034	6/2012, 7/2012, 8/2012	\$33,446.16	\$0.00
Chevron Corporation P.O. Box 530950 Atlanta, GA 30353-0950	6/2012, 7/2012, 8/2012	\$588,940.45	\$90,176.70
Finley Distributing 2104 S. Euclid Tucson, AZ 85713	6/2012, 7/2012, 8/2012	\$13,547.05	\$996.69
Coremark 353 Meyers Circle Corona, CA 92879	6/2012, 7/2012, 8/2012	\$88,850.03	\$8,999.78
Kalil Bottling Co. P.O. Box 26888 Tucson, AZ 85726-6888	7/7/12, 8/20, 9/12	\$11,114.73	\$0.00
Tucson Electric Power Co. P.O. Box 80077 Prescott, AZ 86304-8077	6/19/12, 7/23, 8/20	\$22,306.05	\$0.00
Coca-Cola Enterprises P.O. Box 840232 Dallas, TX 75284-0232	7/13, 8/16	\$11,016.18	\$4,374.11
Canyon Community Bank, N.A. 7981 N. Oracle Road Tucson, AZ 85704	7/2/12 (claim is disputed and unliquidated)	\$35,209.21	\$4,475,000.00
Frito Lay 7701 Legacy Drive Plano, TX 75024	7/12, 8/6	\$14,687.92	\$0.00
Arizona Department of Revenue c/o Tax, Bankruptcy, and Collection 1275 W. Washington Avenue Phoenix, AZ 85007	6/14, 7/18	\$9,473.28	\$3,787.30

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Ferrell Gas P.O. Box 173940 Denver, CO 80217	7/7, 8/20	\$10,665.05	\$0.00

- None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Sandra Schreiber 13098 High Hawk Marana, AZ 85653 Co-Debtor	9/1/2011 - 9/1/2012	\$30,000.00	\$0.00
Midvale Associates, LLC 13098 High Hawk Marana, AZ 85653 Member of Val-Mid Associates, LLC	10/31/2011, 11/9/2011, 12/31/2011, 1/31/2012, 2/29/2012, 3/31/2012, 4/30/2012, 5/21/2012, 5/31/2012	\$68,000.00	\$135,000.00

4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Gallagher & Kennedy, P.A. 2575 E. Camelback Rd. Phoenix, AZ 85016	6/14/12 8/22/12	\$30,000.00 - Attorney's fees and costs
Gallagher & Kennedy, P.A. 2575 E. Camelback Rd. Phoenix, AZ 85016	9/14/12 James F. Alderson and Connie Alderson	\$30,000 Attorney's fees and costs
James C. Bartlett, Esq. P.O. Box 2819 Kalispell, MT 59903	6/14/12	\$850.00 - Attorney Fees

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None 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 **eight years** 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.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

James F. Alderson
81-280 Legends Way
La Quinta, CA 92253

DATES SERVICES RENDERED

Monthly Financial Statements 2010-2012

Moss Adams, LLP
805 SW Broadway, Suite 1200
Portland, OR 97725

Financial Statements and Tax Returns
2010-2012

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Canyon Community Bank
7981 N. Oracle Road
Tucson, AZ 85704

DATE ISSUED

2010/2011

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
8/31/12	Werener Schreiber	retail goods
9/13/12	Werener Schreiber	Fuel inventory - Midvale and Irvington

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

8/31/12

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

Werener Schreiber, Manager
13098 High Hawk
Marana, AZ 85653

DATE OF INVENTORY
9/13/12

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS
Werener Schreiber
13098 N. High Hawk
Marana, AZ 85653

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
James F. Alderson 81-280 Legends Way La Quinta, CA 92253	Member/Manager	50%
Midvale Associates, LLC 13098 High Hawk Marana, AZ 85653	Member	50%

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 14, 2012

Signature /s/ James F. Alderson
James F. Alderson
Manager/Member

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: 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 Val-Mid Associates, L.L.C.
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
James F. Alderson 81-280 Legends Way La Quinta, CA 92253			Manager/Member 50%
Mid-Val Associates, LLC 13098 High Hawk Marana, AZ 85653			Member 50%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager/Member 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 September 14, 2012

Signature /s/ James F. Alderson

**James F. Alderson
Manager/Member**

*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 Val-Mid Associates, L.L.C.

Debtor(s)

Case No.

Chapter

11

DECLARATION

I, the Manager/Member of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of 5 sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: September 14, 2012

/s/ James F. Alderson

James F. Alderson/Manager/Member
Signer/Title

Date: September 14, 2012

/s/ John R. Clemency

Signature of Attorney
John R. Clemency
Gallagher & Kennedy, P.A.
2575 E. Camelback Rd.
Phoenix, AZ 85016
602-530-8000 Fax: 602-530-8500

MML-5

Val-Mid Associates, L.L.C. -

AIR-SERV GROUP, LLC
1370 MENDOTA HEIGHTS ROAD
SAINT PAUL MN 55120

AIRGAS WEST
P.O. BOX 7423
PASADENA CA 91109-7423

ARIZONA DAILY STAR
4850 S. PARK AVENUE
P.O. BOX 26887
TUCSON AZ 85726-6887

ARIZONA DEPARTMENT OF REVENUE
C/O TAX, BANKRUPTCY, AND COLLECTION
1275 W. WASHINGTON AVENUE
PHOENIX AZ 85007

ARIZONA DEPARTMENT OF REVENUE
C/O TAX, BANKRUPTCY, AND COLLECTION
1275 W. WASHINGTON AVENUE
PHOENIX AZ 85007

ARIZONA DEPARTMENT OF REVENUE
C/O TAX, BANKRUPTCY, AND COLLECTION
1275 W. WASHINGTON AVENUE
PHOENIX AZ 85007

CANYON COMMUNITY BANK, N.A.
7981 N. ORACLE ROAD
TUCSON AZ 85704

CANYON COMMUNITY BANK, N.A.
7981 N. ORACLE ROAD
TUCSON AZ 85704

CHEVRON CORPORATION
P.O. BOX 530950
ATLANTA GA 30353-0950

CHEVRON GLOBAL DOWNSTREAM NAP
4800 FOURNACE PLACE W530A
BELLAIRE TX 77401-2324

Val-Mid Associates, L.L.C. -

CHEVRON PRODUCTS COMPANY
P.O. BOX 530950
ATLANTA GA 30353-0950

CINTAS FAS LOCKBOX 636525
P.O. BOX 636525
CINCINNATI OH 45263

CITY OF TUCSON
COLLECTIONS SECTION
P.O. BOX 27320
TUCSON AZ 85726-7320

CLEAR CHANNEL OUTDOOR
P.O. BOX 742025
LOS ANGELES CA 90074-2025

CLEAR CHANNEL OUTDOOR
441 E. 24TH STREET
TUCSON AZ 85713

COCA-COLA ENTERPRISES
P.O. BOX 840232
DALLAS TX 75284-0232

COMCAST CABLE DST
8251 N. CORTERO RD.
TUCSON AZ 85743-9393

CONCEPTS
380-A INTERNATIONALE DRIVE
BOLINGBROOK IL 60440

COREMARK
353 MEYERS CIRCLE
CORONA CA 92879

DAKOTA INTERNET PARTNERS, INC.
4003 E. SPEEDWAY BLVD., SUITE 111
TUCSON AZ 85712

EAGLE EYE INVENTORY
4004 E. HAMBLIN DRIVE
PHOENIX AZ 85050

Val-Mid Associates, L.L.C. -

EXPRESS TELLER SERVICES, INC.
9855 N. 19TH DRIVE, SUITE 1
PHOENIX AZ 85021

FINLEY DISTRIBUTING
2104 S. EUCLID
TUCSON AZ 85713

GOLDEN EAGLE INC.
P.O. BOX 27506
705 E. AJO WAY
TUCSON AZ 85726

IBC
P.O. BOX 108
OGDEN UT 84402

J2 LABORATORIES, INC.
3640 N. FIRST AVENUE
SUITE 130
TUCSON AZ 85719

JAMES F. ALDERSON
81-280 LEGENDS WAY
LA QUINTA CA 92253

JAMES F. ALDERSON
81-280 LEGENDS WAY
LA QUINTA CA 92253

LANDTAMERS LANDSCAPING
P.O. BOX 18095
TUCSON AZ 85731

MIDVALE ASSOCIATES, LLC
13098 HIGH HAWK
MARANA AZ 85653

NANCY K. MARTINEZ
C/O BERNSTEIN & POISSON
320 S. JONES BLVD.
LAS VEGAS NV 89107

Val-Mid Associates, L.L.C. -

OASIS FRUIT CONES
1600 W. VALENCIA
TUCSON AZ 85746

ORKIN PEST CONTROL
895 W. GRANT ROAD
TUCSON AZ 85705-5306

PEPSI COLA OF TUCSON
P.O. BOX 52709
TUCSON AZ 85702

PEPSI-COLA COMPANY
P.O. BOX 75948
CHICAGO IL 60675-5948

PRUDENTIAL OVERALL SUPPLY
P.O. BOX 11210
SANTA ANA CA 92711-1210

R-JEN, LLC
C/O R-JEN, INC.
1551 S. 2ND AVENUE
TUCSON AZ 85713

RURAL METRO CORPORATION
3759 N. COMMERCE DRIVE
TUCSON AZ 85705

SAGUARO ENVIRONMENTAL SERVICES
P.O. BOX 78829
PHOENIX AZ 85062-8829

SAM'S CLUB DISCOVER
P.O. BOX 960016
ORLANDO FL 32895-0016

SERVICE STATION COMPUTER SYSTEMS, INC.
650 WORK STREET
SALINAS CA 93901

SSCS
650 WORD ST.
SALINAS CA 93901

Val-Mid Associates, L.L.C. -

TRIWEST RESTAURANTS, LLC
3071 N. SWAN ROAD
TUCSON AZ 85712

**United States Bankruptcy Court
District of Arizona**

In re Val-Mid Associates, L.L.C.
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 Val-Mid Associates, L.L.C. 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:

James F. Alderson
81-280 Legends Way
La Quinta, CA 92253

Mid-Val Associates, LLC
13098 High Hawk
Marana, AZ 85653

None [*Check if applicable*]

September 14, 2012

Date

/s/ John R. Clemency

John R. Clemency

Signature of Attorney or Litigant

Counsel for Val-Mid Associates, L.L.C.

Gallagher & Kennedy, P.A.

2575 E. Camelback Rd.

Phoenix, AZ 85016

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