

81 (Official Form 1(4/10))

**United States Bankruptcy Court  
Central District of California**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Foxborough Ultramar, Inc.</b>	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): <b>88-0484528</b>	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): <b>12925 Hesperia Road Victorville, CA</b> ZIP Code: <b>92392</b>	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code:
County of Residence or of the Principal Place of Business: <b>San Bernardino</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>P.O. Box 910 Yucaipa, CA</b> ZIP Code: <b>92399</b>	Mailing Address of Joint Debtor (if different from street address): ZIP Code:
Location of Principal Assets of Business Debtor (if different from street address above): <b>12925 Hesperia Road, Victorville, CA 92392</b>	

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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 <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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 <hr/> <b>Nature of Debts</b> (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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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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 4/91/13 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).
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**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 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"/> 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
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**Estimated Assets**

<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
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**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
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THIS SPACE IS FOR COURT USE ONLY

FILED

DEC 15 2010

CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
BY:

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Foxborough Ultramar, Inc.</b></p>
<p><b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)</p>	
<p>Location Where Filed: <b>- None -</b></p>	<p>Case Number: _____ Date Filed: _____</p>
<p>Location Where Filed: _____</p>	<p>Case Number: _____ Date Filed: _____</p>
<p><b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)</p>	
<p>Name of Debtor: <b>- None -</b></p>	<p>Case Number: _____ Date Filed: _____</p>
<p>District: _____</p>	<p>Relationship: _____ Judge: _____</p>
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> <u>Archie G. Gentry</u> <u>12-14-2010</u>                  Signature of Attorney for Debtor(s) (Date)</p>
<p><b>Exhibit C</b></p>	
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.  <input checked="" type="checkbox"/> No.</p>	
<p><b>Exhibit D</b></p>	
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>	
<p><b>Information Regarding the Debtor - Venue</b> (Check any applicable box)</p>	
<p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>	
<p><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)</p>	
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p>_____                  (Name of landlord that obtained judgment)</p> <p>_____                  (Address of landlord)</p> <p><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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>	

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

Name of Debtor(s):  
**Foxborough Ultramar, Inc.**

**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 Attorney\***

X Arshak Bartoumian  
Signature of Attorney for Debtor(s)

Arshak Bartoumian (210370)  
Printed Name of Attorney for Debtor(s)

**Law Offices of Vincent W Davis**

Firm Name  
**150 North Santa Anita Ave  
Suite 200  
Arcadia, CA 91006**

Address

**626 446-6442 Fax: 626 446-6454**  
Telephone Number

12-13-2010  
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 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 Tony Hicks  
Signature of Authorized Individual

president  
Printed Name of Authorized Individual

Title of Authorized Individual

\_\_\_\_\_  
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 Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Central District of California**

In re Foxborough Ultramar, Inc.

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) <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>
CA Board of Equalization P.O. Box 94279 Sacramento, CA 94279	CA Board of Equalization P.O. Box 94279 Sacramento, CA 94279	Board Determinations, 208 3rd, 2008 4th, 2009 1st		20,164.00
Golden State Fire Protection 15535 Arrow Route Hesperia, CA 92344	Golden State Fire Protection 15535 Arrow Route Hesperia, CA 92344	fire protection maintenance		570.00
Goodspeed 11211 G Avenue Hesperia, CA 92340	Goodspeed 11211 G Avenue Hesperia, CA 92340	Fuel Supplier		12,825.00
IRS Ogden Ogden, UT 84201	IRS Ogden Ogden, UT 84201	941 taxes, for 6-30-2007, 09-30-2007, 12-31-2007, 03-31-2008		46,334.00
Kring & Chung LLP 38 Corporate park Irvine, CA 92606	Kring & Chung LLP 38 Corporate park Irvine, CA 92606	Attorneys fees (Slunker)		7,234.00
San Bern. Co. Treasurere - Tax Coll 172 W. Third Street San Bernardino, CA 92410	San Bern. Co. Treasurere - Tax Coll 172 W. Third Street San Bernardino, CA 92410	property taxes 2006-2010		224,079.00
Service Master of Victor Valley 17229 Lemon Street, E-1 Hesperia, CA 92345	Service Master of Victor Valley 17229 Lemon Street, E-1 Hesperia, CA 92345	water damage clean up		6,606.00
Slunkar Construction 3672 Chicago Ave, #B Riverside, CA 92507	Slunkar Construction 3672 Chicago Ave, #B Riverside, CA 92507	fuel system upgrade		72,487.00
Sprint P.O. Box 7854 Carol Stream, IL 60197	Sprint P.O. Box 7854 Carol Stream, IL 60197	cell phone service		422.00
State Comp Ins. Fund P.O. Box 7854 San Francisco, CA 94120	State Comp Ins. Fund P.O. Box 7854 San Francisco, CA 94120	Workers Compensation audit		2,359.00

B4 (Official Form 4) (12/07) - Cont.

In re Foxborough Ultramar, Inc.

Case No. \_\_\_\_\_

Debtor(s)


**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>
Total Petroleum Service 7071 Warner Ave, F-397 Huntington Beach, CA 92647	Total Petroleum Service 7071 Warner Ave, F-397 Huntington Beach, CA 92647	fuel system repair		1,400.00
Verizon Sanitation Dept P.O.Box 5001 Victorville, CA 92393	Verizon Sanitation Dept P.O.Box 5001 Victorville, CA 92393	refuse collection		988.00
Verizon California Inc. Bankruptcy Administration 404 Brock Bloomington, IL 61701	Verizon California Inc. Bankruptcy Administration 404 Brock Bloomington, IL 61701	telephone service		753.00

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

I, the president 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 12/14/10

Signature   
Tony Hicks  
president

*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.

CERTIFICATE OF RESOLUTION

I, Tony Hicks a duly authorized officer of Foxborough Ultramar Inc., (the “Company”), hereby certify that at a special meeting of the Board of Directors of the Company duly called and held on December 13, 2010, the following resolutions were duly adopted in accordance with the requirements of the applicable California corporation law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that petitions be filed by the Company and certain of its subsidiaries, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

RESOLVED, that the President, the Treasurer or any Assistant Secretary of the Company or any other person designated by the President of the Company (each such officer or designee being an “Authorized Person” and all being the “Authorized Persons”) is hereby authorized, empowered and directed, in the name and on behalf of the Company and any of its subsidiaries, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) and to cause the same to be filed in the United States Bankruptcy Court for the Central District of California at such time or in such other jurisdiction as said Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Law Offices of Vincent W. Davis & Associates is

hereby engaged as attorneys for the Company and its subsidiaries in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that the Authorized Persons are hereby authorized, empowered and directed to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that in connection with the commencement of the Chapter 11 Case, each Authorized Person be, and each hereby is, authorized and empowered on behalf and in the name of the Company and any of its subsidiaries, to negotiate, execute, deliver and perform or cause the performance of (i) a Senior Secured Super priority Debtor-in-Possession Credit Agreement, among the Company, a debtor and debtor in possession in a case pending under chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of the Company listed therein, as guarantors, and the banks, financial institutions and institutional lenders listed therein, in the capacities listed therein, substantially in the form and on the terms and conditions presented to the Board of Directors of the Company (the "Credit Agreement"),

all of which are hereby approved, and with such changes and other terms and conditions as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution or the taking of such action, (ii) any and all agreements or instruments on behalf of the Company and any pertinent affiliates (including, in connection therewith, such notes, security agreements, guarantees and other agreements or instruments on behalf of the Company and any pertinent affiliates (such other agreements and instruments together with the Credit Agreement being referred to collectively as the "Financing Documents")) necessary or advisable in order to consummate the transactions contemplated by the Financing Documents, with such changes to the Financing Documents or additions thereto as the Authorized Person executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution, and (iii) any and all amendments, supplements and changes to the Financing Documents as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution.

RESOLVED, that the performance and consummation of the transactions contemplated by the Financing Documents by the Company and any of its subsidiaries be, and they hereby are, authorized and approved in all respects.

RESOLVED, that each of the Authorized Persons is hereby authorized, empowered and directed, in the name and on behalf of the Company and any of



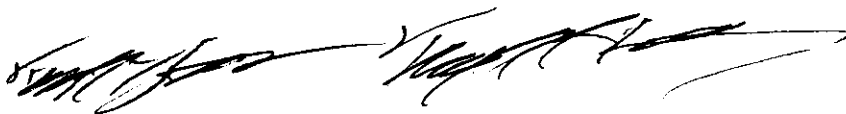
its subsidiaries, to cause the Company and any of its subsidiaries to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such Authorized Person shall be or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Company and its subsidiaries.

RESOLVED, that to the extent the Company or any of its subsidiaries is a shareholder, general partner, limited partner or member of any entity listed as a Loan Party under the Credit Agreement or the other Financing Documents, the Company and its subsidiaries are authorized to take such action as shareholder, general partner, limited partner or member so that such entity is authorized to take any and all of the foregoing actions contemplated by these resolutions.

RESOLVED, that the officers of the Company and/or its subsidiaries be, and each of them hereby is, authorized to take any of the following actions on behalf of the Company and/or its subsidiaries, as the case may be, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the

Company and/or its subsidiaries, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company and/or its subsidiaries, as the case may be, by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company and/or its subsidiaries, as the case may be, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved at this meeting and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith including, without limitation, voting any shares or interests held by the Company and/or its subsidiaries, and (iii) doing such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved at this meeting and the consummation of the transactions contemplated thereby.

IN WITNESS WHEREOF, I have hereunto set my hand this 13<sup>th</sup> day of December, 2010.

/s/ 

By: Tony Hicks


Title: President

DECLARATION UNDER PENALTY OF PERJURY

ON BEHALF OF A CORPORATION

I, the undersigned authorized officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have reviewed the List of Creditors Holding 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: December 13, 2010

/s/  

Tony Hicks

Title: President

INFORMATION REQUIRED BY LOCAL RULE 1015-2

UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

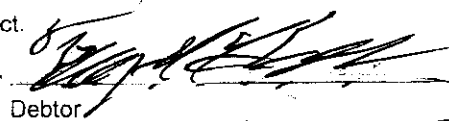
None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Yucaipa, California

  
Debtor

Dated: 11/17/10



B6D (Official Form 6D) (12/07)

In re Foxborough Ultramar, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. <b>xxxxxxx4350</b>							
<b>East-West Investment Inc. 9300 Flair Drive, 5th Floor El Monte, CA 91731</b>							
		12/11/2003 deed of trust Fueling station and convenience store				1,444,612.00	0.00
		Value \$ 2,760,000.00					
Account No. <b>Northwest</b>							
<b>Northwest Development Group P.O. Box 27740 Las Vegas, NV 89126</b>							
		09/28/2003 Promissory Note Non purchase security				126,615.00	0.00
		Value \$ 2,760,000.00					
Account No. <b>xxxxxxx4009</b>							
<b>Southland EDC loan 400 N. Tustin Ave, Suite 125 Santa Ana, CA 92705</b>							
		09/15/2004 second lien on residence residence				762,814.00	0.00
		Value \$ 2,760,000.00					
Account No.							
		Value \$					
Subtotal (Total of this page)						<b>2,334,041.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)						<b>2,334,041.00</b>	<b>0.00</b>

0 continuation sheets attached

36E (Official Form 6E) (4/10) - Cont.

In re Foxborough Ultramar, Inc.  
Debtor

Case No. \_\_\_\_\_

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>xxxx xxx-xx8086</b>  CA Board of Equalization P.O. Box 94279 Sacramento, CA 94279			<b>04/20/2009</b>  Board Determinations, 208 3rd, 2008 4th, 2009 1st					0.00
							<b>20,164.00</b>	<b>20,164.00</b>
Account No. <b>xxxxx4528</b>  IRS Ogden Ogden, UT 84201			<b>03/31/2008</b>  941 taxes, for 6-30-2007, 09-30-2007, 12-31-2007, 03-31-2008					0.00
							<b>46,334.00</b>	<b>46,334.00</b>
Account No. <b>xxxxxxxxx0000</b>  San Bern. Co. Treasurere - Tax Coll 172 W. Third Street San Bernardino, CA 92410			<b>04/10/2006</b>  property taxes 2006-2010					0.00
							<b>224,079.00</b>	<b>224,079.00</b>
Account No.								
Account No.								

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

Subtotal (Total of this page)	<b>290,577.00</b>	<b>0.00</b>	<b>290,577.00</b>
Total (Report on Summary of Schedules)	<b>290,577.00</b>	<b>0.00</b>	<b>290,577.00</b>

36E (Official Form 6E) (4/10)

In re Foxborough Ultramar, Inc.

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.

B6F (Official Form 6F) (12/07)

In re Foxborough Ultramar, Inc.

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		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	C O D E B T O R	H W J C					
Account No. <b>xxxxxxx4350</b>  Desert Community Bank 14800 La Paz Dr Victorville, CA 92392		-	12/11/2003 Notice of assignment to East West investment Inc., Successor by Merger				0.00
Account No. <b>Foxborough Ultramar</b>  Golden State Fire Protection 15535 Arrow Route Hesperia, CA 92344		-	12/12/2008 fire protection maintenance				570.00
Account No. <b>705</b>  Goodspeed 11211 G Avenue Hesperia, CA 92340		-	02/17/2009 Fuel Supplier				12,825.00
Account No. <b>xxxx.x001 M</b>  Kring & Chung LLP 38 Corporate park Irvine, CA 92606		-	07/31/2010 Attorneys fees (Slunker)				7,234.00
Subtotal (Total of this page)							<b>20,629.00</b>

2 continuation sheets attached



B6F (Official Form 6F) (12/07) - Cont.

In re **Foxborough Ultramar, Inc.**

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 F 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. <b>foxborough ultramar</b>  <b>Service Master of Victor Valley</b> 17229 Lemon Street, E-1 Hesperia, CA 92345		-	<b>07/12/2010</b> <b>water damage clean up</b>				<b>6,606.00</b>
Account No. <b>foxborough ultramar</b>  <b>Slunkar Construction</b> 3672 Chicago Ave, #B Riverside, CA 92507		-	<b>01/26/2009</b> <b>fuel system upgrade</b>				<b>72,487.00</b>
Account No. <b>xxxxx0811</b>  <b>Sprint</b> P.O. Box 7854 Carol Stream, IL 60197		-	<b>09/13/2010</b> <b>cell phone service</b>				<b>422.00</b>
Account No. <b>xxxxxxx37-08</b>  <b>State Comp Ins. Fund</b> P.O. Box 7854 San Francisco, CA 94120		-	<b>01/23/2009</b> <b>Workers Compensation audit</b>				<b>2,359.00</b>
Account No. <b>foxborough ultramar</b>  <b>Total Petroleum Service</b> 7071 Warner Ave, F-397 Huntington Beach, CA 92647		-	<b>12/04/2008</b> <b>fuel system repair</b>				<b>1,400.00</b>
Subtotal (Total of this page)							<b>83,274.00</b>

Sheet no. 1 of 2 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Foxborough Ultramar, Inc. 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 F 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. <b>xx839-1</b>  Verizon Sanitation Dept P.O.Box 5001 Victorville, CA 92393		-	<b>10/27/2010</b> refuse collection				<b>988.00</b>
Account No. <b>xxxxxxxxxxxx6507</b>  Verizon California Inc. Bankruptcy Administration 404 Brock Bloomington, IL 61701		-	<b>12/28/2009</b> telephone service				<b>753.00</b>
Account No.							
Account No.							
Account No.							
Subtotal (Total of this page)							<b>1,741.00</b>
Total (Report on Summary of Schedules)							<b>105,644.00</b>

Sheet no. 2 of 2 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6 Declaration (Official Form 6 - Declaration), (12/07)

**United States Bankruptcy Court**  
**Central District of California**

In re Foxborough Ultramar, Inc.  
Debtor(s)

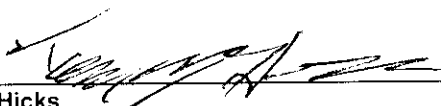
Case No. \_\_\_\_\_  
Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

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

I, the president 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 14 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 12/14/2010

Signature   
**Tony Hicks**  
president

*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.

Form B203 - Disclosure of Compensation of Attorney for Debtor - (1/88)

1998 USBC, Central District of California

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re  <b>Foxborough Ultramar, Inc.</b>   Debtor.	Case No.:   <div style="text-align: center;"><b>DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</b></div>

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(s) 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>10,000.00</u>
Prior to the filing of this statement I have received	\$	<u>5,000.00</u>
Balance Due	\$	<u>5,000.00</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]

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods and property, relief from automatic stays, creditors meeting, and filing of the petition.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services  
**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding. Plan and disclosure filing, confirmation hearings, and other motions regarding the chapter 11 plan.**

**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.

Date

12-13-2010



Arshak Bartoumian

Signature of Attorney

Law Offices of Vincent W Davis

Name of Law Firm

150 North Santa Anita Ave

Suite 200

Arcadia, CA 91006

626 446-6442 Fax: 626 446-6454

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number

FOR COURT USE ONLY

LAW OFFICES OF VINCENT W. DAVIS (200370)  
ARSHAK BARTOUMIAN (SBN 210370)  
Norma Noguera (SBN )  
150 N. Santa Anita Ave #200  
Arcadia Ca 91006  
626-446-6442 Tel 626-446-6454 FAX

Attorney for

Debtor

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA

In re:

Foxborough Ultramar, Inc

CHAPTER 11

CASE NUMBER

Debtor:

(No Hearing Required)

DECLARATION RE: LIMITED SCOPE OF APPEARANCE  
PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1

TO THE COURT, THE DEBTOR, THE TRUSTEE (if any), AND THE UNITED STATES TRUSTEE:

1. I am the attorney for the Debtor in the above-captioned bankruptcy case.
2. On (specify date) 12-13-2010, I agreed with the Debtor that for a fee of \$ 10,000, I would provide only the following services:
  - a.  Prepare and file the Petition and Schedules
  - b.  Represent the Debtor at the 341(a) Meeting
  - c.  Represent the Debtor in any relief from stay actions
  - d.  Represent the Debtor in any proceeding involving an objection to Debtor's discharge pursuant to 11 U.S.C. § 727
  - e.  Represent the Debtor in any proceeding to determine whether a specific debt is nondischargeable under 11 U.S.C. § 523
  - f.  Other (specify):

3. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on the following date at the city set forth in the upper left-hand corner of this page.

Dated:

LAW OFFICES OF VINCENT W. DAVIS  
Law Firm Name

I HEREBY APPROVE THE ABOVE:

By: Arshak Bartoumian

[Signature]  
Signature of Debtor

Name: Arshak Bartoumian  
Attorney for Debtor

**MASTER MAILING LIST**  
**Verification Pursuant to Local Bankruptcy Rule 1007-2(d)**

Name Arshak Bartoumian (SBN 210370)  
Address 150 North Santa Anita Ave Suite 200 Arcadia, CA 91006  
Telephone 626 446-6442 Fax: 626 446-6454

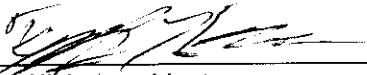
- Attorney for Debtor(s)
- Debtor in Pro Per

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
List all names including trade names used by Debtor(s) within last 8 years: <b>Foxborough Ultramar, Inc.</b>	Case No.:
	Chapter: <b>11</b>

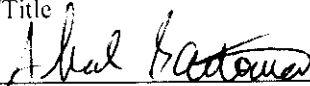
**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 3 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: 12-14-2010

  
\_\_\_\_\_  
Tony Hicks/president  
Signer/Title

Date: 12-14-2010

  
\_\_\_\_\_  
Signature of Attorney  
Arshak Bartoumian (210370)  
Law Offices of Vincent W Davis  
150 North Santa Anita Ave  
Suite 200  
Arcadia, CA 91006  
626 446-6442 Fax: 626 446-6454

Foxborough Ultramar, Inc.  
P.O. Box 910  
Yucaipa, CA 92399

Norma Nuguedo  
Law Offices of Vincent W Davis  
150 North Santa Anita Ave  
Suite 200  
Arcadia, CA 91006

CA Board of Equalization  
P.O. Box 94279  
Sacramento, CA 94279

Desert Community Bank  
14800 La Paz Dr  
Victorville, CA 92392

East-West Investment Inc.  
9300 Flair Drive, 5th Floor  
El Monte, CA 91731

Golden State Fire Protection  
15535 Arrow Route  
Hesperia, CA 92344

Goodspeed  
11211 G Avenue  
Hesperia, CA 92340

IRS  
Ogden  
Ogden, UT 84201



Kring & Chung LLP  
38 Corporate park  
Irvine, CA 92606

Northwest Development Group  
P.O. Box 27740  
Las Vegas, NV 89126

San Bern. Co. Treasurers - Tax Coll  
172 W. Third Street  
San Bernardino, CA 92410

Service Master of Victor Valley  
17229 Lemon Street, E-1  
Hesperia, CA 92345

Slunkar Construction  
3672 Chicago Ave, #B  
Riverside, CA 92507

Southland EDC loan  
400 N. Tustin Ave, Suite 125  
Santa Ana, CA 92705

Sprint  
P.O. Box 7854  
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