

**United States Bankruptcy Court
Eastern District of California
Fresno Division**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Leon H. Bartlett, Inc.	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): 94-2627293	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. & Street, City, and State): 1801 Lander Turlock CA	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 95380	ZIP CODE
County of Residence or of the Principal Place of Business: Stanislaus	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PO Box 390 Merced CA	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 95341	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

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 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.)	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
		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. 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 type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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 <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
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Estimated Assets <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> Estimated Liabilities <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<p style="font-size: 1.2em; font-weight: bold;">2009-92998</p> <p style="font-weight: bold;">FILED</p> <p style="font-weight: bold;">September 17, 2009</p> <p style="font-weight: bold;">12:39 PM</p> <p style="font-weight: bold;">RELIEF ORDERED</p> <p style="font-size: 0.8em;">CLERK, U.S. BANKRUPTCY COURT EASTERN DISTRICT OF CALIFORNIA</p> <p style="font-size: 0.7em;">0002094289</p>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Leon H. Bartlett, Inc.
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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:

Exhibit A

(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.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

Not Applicable

Signature of Attorney for Debtor(s) _____ Date _____

Exhibit C

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

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

No

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue
(Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

Name of Debtor(s):
Leon H. Bartlett, 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.

Not Applicable
 Signature of Debtor

Not Applicable
 Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

Not Applicable
 (Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

Signature of Attorney for Debtor(s)

Steven S. Altman Bar No. 63824
 Printed Name of Attorney for Debtor(s) / Bar No.

Steven Altman, PC
 Firm Name

1127 12th Street, Suite 203 Modesto, CA 95354
 Address

Modesto, CA 95353

(209) 521-7255 (209) 577-8390
 Telephone Number

9/16/09
 Date

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

Signature of Non-Attorney 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.

Not Applicable
 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

Not Applicable

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 to the appropriate official form for each person.

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

Signature of Debtor (Corporation/Partnership)

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

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

Leon H. Bartlett
 Signature of Authorized Individual

Leon H. Bartlett
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

9-16-09
 Date

Not Applicable

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 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.

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (if known)
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SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 350,000.00		
B - Personal Property	YES	3	\$ 8,475,129.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	2		\$ 2,653,019.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	13		\$ 3,283,413.20	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		24	\$ 8,825,129.00	\$ 5,936,432.20	

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known) Chapter: 11
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STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

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

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

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

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

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ 0.00
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ 0.00
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ 0.00
Student Loan Obligations (from Schedule F)	\$ 0.00
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E.	\$ 0.00
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ 0.00
TOTAL	\$ 0.00

State the following:

Average Income (from Schedule I, Line 16)	\$ 0.00
Average Expenses (from Schedule J, Line 18)	\$ 0.00
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$ 0.00

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$0.00
4. Total from Schedule F		\$3,283,413.20
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$3,283,413.20

United States Bankruptcy Court

Eastern District of California

Fresno Division

In re:

Case No. _____

Chapter 11

Leon H. Bartlett, Inc.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Leon H. Bartlett**, declare under penalty of perjury that I am the **President** of **Leon H. Bartlett, Inc.**, a **California** Corporation and that on the following resolution was duly adopted by the of this Corporation:

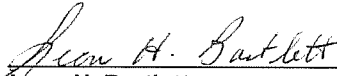
"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Leon H. Bartlett, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Leon H. Bartlett, President** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Leon H. Bartlett, President** of this Corporation, is authorized and directed to employ **Steven S. Altman**, attorney and the law firm of **Steven Altman, PC** to represent the Corporation in such bankruptcy case."

Executed on: 9-16-09

Signed: 
Leon H. Bartlett

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Real property located at 2104 G Street, Merced CA;	Fee Owner		\$ 350,000.00	\$ 0.00

Total > \$ 350,000.00

(Report also on Summary of Schedules.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	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 on hand		80,000.00
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.		Bank account checking with Wells Fargo Bank		42,090.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		30 days		3,672,509.00
Accounts receivable.		60 days		612,153.00
Accounts receivable.		90 days		1,015,390.00

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Possible lender liability claim against County Bank/Westamerica		undetermined
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See attached Exhibit Item 25		594,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		office equipment, furnishings, and supplies		20,000.00
29. Machinery, fixtures, equipment and supplies used in business.	X			
30. Inventory.		inventory		385,774.00
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.		Goodwill - not to compete, estimate		865,000.00
Other personal property of any kind not already listed. Itemize.		NOTE RECEIVABLE		42,893.00

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	NONE	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
35. Other personal property of any kind not already listed. Itemize.		Note Receivable - LHB INC ESOP		248,194.00
Other personal property of any kind not already listed. Itemize.		Note Receivable - SOUZA TRUCKING		674,851.00
Other personal property of any kind not already listed. Itemize.		PREPAID EQUIP & EXPS		222,275.00
<u>2</u> continuation sheets attached			Total >	\$8,475,129.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. County Bank/West America Line of Credit PO Box 3859 Merced CA 95344	X		Security Agreement Secured by account receivables and inventory VALUE: undetermined				2,158,003.00	0.00
ACCOUNT NO. County Bank/Westamerica PO Box 550 Merced CA 95341	X		Security Agreement Truck, YEAR, MAKE, MODEL, MILEAGE BLUEBOOK PRIVATE PARTY VALUES VALUE: undetermined				92,380.00	0.00
ACCOUNT NO. County Bank/Westamerica PO Box 550 Merced CA 95341	X		Security Agreement Truck, YEAR, MAKE, MODEL, MILEAGE BLUEBOOK PRIVATE PARTY VALUE VALUE: undetermined				8,653.00	0.00
ACCOUNT NO. County Bank/Westamerica PO Box 550 Merced CA 95341	X		Security Agreement TRUCK, YEAR, MAKE, MODEL, MILEAGE BLUEBOOK PRIVATE PARTY VALUE VALUE: undetermined				33,985.00	0.00

1 continuation sheets attached

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 2,293,021.00	\$ 0.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.	<input checked="" type="checkbox"/>		Security Agreement Secured by Inventory UCC-1 #0877				101,398.00	0.00
County Bank/Westamerica PO Box 550 Merced CA 95341			<hr/> VALUE \$398,657.00					
ACCOUNT NO.			Security Agreement Secured by equipment and trucks				258,600.00	0.00
Silveira Petroleum PO Box 842 Atwater CA 95301			<hr/> VALUE: undetermined					

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 359,998.00	\$ 0.00
\$ 2,653,019.00	\$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

Debtor(s): **Leon H. Bartlett, Inc.**Case No.:
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

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

 Domestic Support Obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

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

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

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

 Deposits by individuals

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

 Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

2 continuation sheets attached

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units
Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. California Employment Development Bankruptcy/ Special Procedures Grp PO Box 826880 MIC 92E Sacramento CA 94280-0001			corporate taxes				notice only	notice only	\$0.00
ACCOUNT NO. California Employment Development Bankruptcy/ Special Procedures Grp PO Box 826880 MIC 92E Sacramento CA 94280-0001			payroll taxes				notice only	notice only	\$0.00
ACCOUNT NO. California State Board Equalization P.O. Box 942879 MIC 29 Sacramento, CA 94279-0001			notice only				notice only	notice only	\$0.00
ACCOUNT NO. Excise Sale Tax California State Board Equalization PO Box 942879 Sacramento CA 94279-0001			notice only				notice only	notice only	\$0.00
ACCOUNT NO. Franchise Tax Board Bankruptcy Unit P.O. Box 2952 Sacramento, CA 95812-2952			notice only				notice only	notice only	\$0.00
ACCOUNT NO. Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114			notice only				notice only	notice only	\$0.00

Sheet no. 2 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority Claims

Subtotals >
(Totals of this page)

\$ 0.00	\$ 0.00	\$ 0.00
\$ 0.00		
	\$ 0.00	\$ 0.00

Total >
(Use only on last page of the completed
Schedule E. Report also on the Summary of
Schedules.)

Total >
(Use only on last page of the completed
Schedule E. If applicable, report also on the
Statistical Summary of Certain Liabilities and
Related Data.)

Debtor(s): **Leon H. Bartlett, Inc.**

Case No.:
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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 <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.							66.00
A&A Portables, Inc. 201 Roscoe Road Modesto CA 95357-1828			vendor				
ACCOUNT NO.							102.00
Action Computers 900 Loughborough Drive Ste B Merced CA 95348			vendor				
ACCOUNT NO.							199.00
Al's Distributing Inc. 1530 Pearl Street Fresno CA 93721			vendor				
ACCOUNT NO.							222.87
American Express Suite 1001 Chicago IL 60679-0001			vendor				

13 Continuation sheets attached

Subtotal >	\$	589.87
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR	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
ACCOUNT NO.							427.64
Ameripride Uniforms Service PO Box 11884 Fresno CA 93775-1884			uniform service				
ACCOUNT NO.							unk
Associates Lock & Safe 2016 N. G Street Merced CA 95340			vendor				
ACCOUNT NO.							188.00
AT&T Payment Center Sacramento CA 95887-0001			utility				
ACCOUNT NO.							unk
Bob Smith 2305 Lobo Avenue Merced CA 95340			vendor				
ACCOUNT NO.							149.00
Calif Industrial Rubber Co. PO Box 2456 Fresno CA 93745			vendor				

Sheet no. 1 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	764.64
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBITOR	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
ACCOUNT NO.			vendor				332.55
CIOMA TRW 3831 N Freeway Blvd Ste 130 Sacramento CA 95834-1928							
ACCOUNT NO.			debt				2,129.00
City of Merced 678 West 18th Street Merced CA 95340							
ACCOUNT NO.			vendor				200.00
Commercial Fueling Network PO Box 536722 Atlanta GA 30353-6722							
ACCOUNT NO.			collection				16.00
Credit Bureau of Merced PO Box 111 Merced 95341							

Sheet no. 2 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	2,677.55
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.							1,346,025.00
General Petroleum Corp. PO Box 31001-1235 Pasadena CA 91110-1235			lawsuit file, writ of attachment, Superior Court, Los Angeles County case no pending				
Maurice Wainer Esq. Snipper, Wainer & Markoff 270 North Canon Dr. Penthouse Beverly Hills CA 90210							
ACCOUNT NO.							73.00
Gilton Solid Waste 755 S. Yosemite Oakdale CA 95361			vendor				
ACCOUNT NO. 9804							14,000.00
GMAC P.O. Box 9001748 Louisville KY 40290-1948			2007 Silverado Pickup return to Dealer				
ACCOUNT NO.							681.00
Hoffman Electronic Systems PO Box 879 Merced CA 95341			vendor				

Sheet no. 3 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	1,360,779.00
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO. Infosend PO Box 6787 Fulerton CA 92834-6790			vendor				1,385.00
ACCOUNT NO. James C. Musick PO Box 520 Mariposa CA 95338			vendor				1,450.00
ACCOUNT NO. Kellogg's Supply 45 S. Hwy 59 Merced CA 95341-6917			vendor				83.00
ACCOUNT NO. LC Services 3887 N. Valentine Fresno CA 93722			vendor				676.00
ACCOUNT NO. Leon H.. Bartlett PO Box 390 Merced CA 95341			shareholder loan working capital				130,301.00

Sheet no. 4 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	133,895.00
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): **Leon H. Bartlett, Inc.**

Case No.:
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.			shareholder loaned , working capital				850,000.00
Leon H.. Bartlett PO Box 390 Merced CA 95341							
ACCOUNT NO.			vendor				100.00
Mariposa Portable Sanitation PO Box 458 Mariposa CA 95338							
ACCOUNT NO.			utility				1,605.00
Merced Irrigation District PO Box 2288 Merced CA 95344-0288							
ACCOUNT NO.			vendor				190.00
Merced Pacific Landscape, Inc 201 Riggs Avenue Merced CA 95340							
ACCOUNT NO.			vendor				102.00
Merced Truck & Trailer, Inc. 625 Mik Jr. Way Merced CA 95341							

Sheet no. 5 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **851,997.00**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO. 2034 Minetti Stationers, Inc. PO Box 3379 Merced CA 95344			vendor				207.00
ACCOUNT NO. Neopost PO Box 45840 San Francisco CA 94145-0804			vendor				1,386.00
ACCOUNT NO. New West Petroleum 1831 16th Street Sacramento CA 95811-6606			vendor				175,765.00
ACCOUNT NO. Northwest Pump & Equipment 2800 NW 31st Avenue Portland OR 97210			vendor				882.00
ACCOUNT NO. Occutest 1190 Olivewood Drive Ste D Merced CA 95348			vendor				275.00

Sheet no. 6 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	178,515.00
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.			vendor				295.00
OPIS Energy Group PO Box 9407 Gaithersburg MD 20898-9407							
ACCOUNT NO.			vendor				1,795.00
Paul Oil Co PO Box 248 Oakdale CA 95361							
ACCOUNT NO.			vendor				58.00
PERS PO Box 1560 Ogden UT 84402-1560							
ACCOUNT NO.			vendor				3,627.70
Petro Computer Systems Inc PO Box 1257 Citrus Heights CA 95611-1257							
ACCOUNT NO.			utility				38.44
PG&E PO Box 997300 Sacramento CA 95899-7300							

Sheet no. 7 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$	5,814.14
Total	>	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO. Plas-Tech 14114 Polk Street Sylmar CA 91342			vendor				30.00
ACCOUNT NO. Ramos Trek PO Box 401 West Sacramento CA 95691-0401			vendor				26,133.00
ACCOUNT NO. Rosevelt Petroleum 2020 Watts Avenue East Nicolaus CA 95969			vendor				90,846.00
ACCOUNT NO. Safeguard Business Systems PO Box 910947 Los Angeles CA 90091-0947			vendor				unk
ACCOUNT NO. Shields, Harper & Co PO Box 3066 Oakland Ca 94609			vendor				unk

Sheet no. 8 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

	Subtotal	>	\$	117,009.00
	Total	>	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO. Sierra Telephone PO Box 219 Oakhurst CA 93644-0219			vendor				267.00
ACCOUNT NO. Sprint PO Box 79255 City of Industry CA 91716-9255			vendor				65.00
ACCOUNT NO. Staples Office Supply PO Box 182378 Columbus OH 43218-2378			office supplies				52.00
ACCOUNT NO. State Compensation Inc PO Box 7854 San Francisco CA 94120-7854			tax				2,381.00
ACCOUNT NO. Stone Landscaping 500 Commerce Avenue Atwater CA 95301			service				210.00

Sheet no. 9 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$	2,975.00
Total	>	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.			vendor				188,327.00
Tesoro Northwest Co 8700 Tesoro Drive San Antonio TX 78217							
ACCOUNT NO.			vendor				2,310.00
Titan Container 5409 Essex Court Fair Oaks CA 95628							
ACCOUNT NO.			garbage				235.00
Total Waste Disposal of Mariposa Co PO Box 1881 Mariposa CA 95338							
ACCOUNT NO.			vendor				20.00
Trans Union LLC PO Box 99506 Chicago IL 60693-9506							
ACCOUNT NO.			vendor				94.00
Tripp Security Systems 7961 West Bell Drive Atwater CA 95301							

Sheet no. 10 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	190,986.00
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO. Valero Refining Co PO Box 500 San Antonio TX 78292-0500			vendor				2,818.00
ACCOUNT NO. Valley Lube Equipment 2381 S Sarah Fresno CA 93706			vendor				934.00
ACCOUNT NO. Valley Pacific Petroleum Services Inc. PO Box 1245 French Camp CA 95231			vendor				85,011.00
ACCOUNT NO. Valley Peterbilt 5843 N. GoldenState blvd Turlock CA 95382			vendor				113.00
ACCOUNT NO. Valley Techlogic 261 Business Park Way Atwater CA 95301			vendor				120.00

Sheet no. 11 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	y	\$	88,996.00
Total	y	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.			vendor				4,345.00
Van de Pol Enterprises, Inc. PO Box 1107 Stockton CA 95201-1107							
ACCOUNT NO.			vendor				357,277.00
W.H. Breshears, Inc. PO Box 392 Modesto CA 95353							
ACCOUNT NO.			vendor				360.00
Ward Ent. LLC PO Box 413 Atwater CA 95301							
ACCOUNT NO.			vendor				20.00
Web Point Comm. PO Box 7009 Rocky Muont, NC 27804							
ACCOUNT NO.			vendor				unk
Weed Patch Floral PO Box 759 Merced CA 95341							

Sheet no. 12 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$ 362,002.00
Total >	\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	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
ACCOUNT NO.							413.00
Western Pacific Products 2286 Del Monte Street W. Sacramento CA 95691			vendor				

Sheet no. 13 of 13 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	413.00
Total >	\$	3,297,413.20

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

Debtor(s): **Leon H. Bartlett, Inc.**Case No.:
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES** 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.
ALB Enterprises 15 W. 15th Street Merced CA 95341	Office & car wash \$16,500 monthly Leased to Debtor
Alice Bartlett Trust 15 W. 15th Street Merced CA 95341	Bulk Plan located at 1450 G Street, Merced CA \$36,000 annual lease
James Musick 4614 Benhur Road Mariposa	Card lock land rent, 4614 Ben Hur Road, Mariposa, CA 95388 \$1,450 monthly \$1450 monthly
Robert Short 198 5th Street Gustine CA	Gustine Cardlock (ALB owns assets) \$1,000 month to month lease
Silveira Petroleum 2249 Atwater Blvd Atwater CA 95301	Atwater cardlock lease land 5 cents per gallon sold average monthly payment \$6,000

Debtor(s): **Leon H. Bartlett, Inc.**Case No.:
(If known)**SCHEDULE H - CODEBTORS** Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Diane Bartlett PO box 390 Merced CA 95341</p> <p>Leon H. Bartlett PO Box 390 Merced CA 95341</p>	<p>County Bank/West America Line of Credit PO Box 3859 Merced CA 95344</p>
<p>Diane Bartlett PO box 390 Merced CA 95341</p> <p>Diane Bartlett PO box 390 Merced CA 95341</p> <p>Diane Bartlett PO box 390 Merced CA 95341</p> <p>Diane Bartlett PO box 390 Merced CA 95341</p> <p>Leon H. Bartlett PO Box 390 Merced CA 95341</p> <p>Leon H. Bartlett PO Box 390 Merced CA 95341</p> <p>Leon H. Bartlett PO Box 390 Merced CA 95341</p> <p>Leon H. Bartlett PO Box 390 Merced CA 95341</p>	<p>County Bank/Westamerica PO Box 550 Merced CA 95341</p>

See Exhibit

UNITED STATES BANKRUPTCY COURT
Eastern District of California
Fresno Division

In re: **Leon H. Bartlett, Inc.**

Case No. _____

Chapter 11

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing: \$ _____

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income: \$ ** 0.00

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

- 3. Net Employee Payroll (Other Than Debtor) \$ 0.00
- 4. Payroll Taxes 0.00
- 5. Unemployment Taxes 0.00
- 6. Worker's Compensation 0.00
- 7. Other Taxes 0.00
- 8. Inventory Purchases (Including raw materials) 0.00
- 9. Purchase of Feed/Fertilizer/Seed/Spray 0.00
- 10. Rent (Other than debtor's principal residence) 0.00
- 11. Utilities 0.00
- 12. Office Expenses and Supplies 0.00
- 13. Repairs and Maintenance 0.00
- 14. Vehicle Expenses 0.00
- 15. Travel and Entertainment 0.00
- 16. Equipment Rental and Leases 0.00
- 17. Legal/Accounting/Other Professional Fees 0.00
- 18. Insurance 0.00
- 19. Employee Benefits (e.g., pension, medical, etc.) 0.00

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):
None

21. Other (Specify):
None

22. Total Monthly Expenses (Add items 3 - 21) \$ 0.00

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2) \$ 0.00

**SEE EXHIBIT ATTACHED

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature of Debtor

Date _____

Signature of Joint Debtor, if any

[If joint case, both spouses must sign]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____

Signature of Bankruptcy Petition Preparer

Date

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 signed 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.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **Leon H. Bartlett**, 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 **26** sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 9-16-09

Signature:

Leon H. Bartlett

Leon H. Bartlett President

[Print or type name of individual signing on behalf of debtor.]

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

Debtor(s): Leon H. Bartlett, Inc.	Case No.: (If known)
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STATEMENT OF FINANCIAL AFFAIRS

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	FISCAL YEAR PERIOD
50,100.00	Gross taxable income	2006
79,178.00	Gross taxable income	2007

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, 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	FISCAL YEAR PERIOD
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3. Payments to creditors

Complete a. or b., as appropriate, and c.

None 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 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 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
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See attached

None b. Debtor whose debts are not primarily consumer debts: 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 \$5,475. 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
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See attached

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
Leon H. Bartlett shareholder	vaious see schedule		930,858.00

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
General Petroleum, Operating Co lawsuit, writ of attachment Vs. Leon H. Bartlett Inc, et al. pending		Superior Court, County of Los Angeles, California	pending

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
Westamerica County Bank 550 Main Street Merced CA 95340	01/01/2009	1 1/2 % daily collections paydown

- 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 ADDRESS 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 a 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
Grey Roberts CPA 2824 Park Avenue Ste B Merced CA 95348	July 2009 July 2009 Sept 2009	\$3585 \$3585 \$ 829
Michael P. Pagnozzi Allen, Fagalde, Albertoni, Flores 1640 N Street Ste 200 Merced CA 95340	July 2009 July 2009 Aug 2009	\$35,000 \$10,000 \$20,000
Steven Altman, PC 1127 12th Street, Suite 203 Modesto, CA 95354	Sept 2009	\$35,000

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
Courtesy Ols. PO Box 2809 Merced CA 95344 none	09/16/2009	2007 Silverado Pickup \$14,000

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
County Bank of Merced 550 Main Street Merced CA 95340 daily		1 1/2% daily

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 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 the **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 the **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 the **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 business, 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 the **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
Leon H. Bartlett, Inc	94-2627293	1450 G Street Merced CA 95341	fuel distributor	11/18/1979

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

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

DATES SERVICES RENDERED

Joey Verria
1450 G Street
Merced CA 95341

In house controller 2008 & 2009

Roberts & Allen
2824 Park Avenue Ste B
Merced CA 95348

December 2007 to January 2008
December 2008 to January 2009

None



b. List all firms or individuals who within **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

Grey B. Roberts & Co
2824 Park Ave Ste B
Merced CA 95348

1/22/2009

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
General Petroleum	PO Box 81001-1235 Pasadena CA 91110
Van de Pol Petroleum	PO Box 1107 Stockton CA 95201
Various vendors and banks	
W. H. Breshears	PO Box 392 Modesto CA 95353

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	DATE ISSUED
Robo Bank	
Westamerica	

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)
07/31/2009	Joey Verna	525,590.81
05/31/2009	Joey Verna	444,417.57
08/31/2009	Joey Verna	385,773.83
06/30/2009	Joey Verna	423,823.10

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
06/30/2009	Joey Verria 1450 G Street Merced CA 95341

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
------------------	--------------------	------------------------

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
Leon H. Bartlett 1450 G Street Merced CA 95341	President	52%
LHB Inc. ESOP	ESOP	48%

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
---	--------------------------------	--

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)
----------------------------	--------------------------------------

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)
Leon H. Bartlett, Inc ESOP	94-2627293

* * * * *

[If completed on behalf of a partnership or corporation]

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 9-16-09

Signature Leon H. Bartlett

Leon H. Bartlett, President

Print Name and Title

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

_____ continuation sheets attached

In re Leon H. Bartlett, Inc.	Case No.: (If known)
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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.

9/16/07
Date


Signature of Attorney

Steven Altman, PC
Name of Law Firm

**United States Bankruptcy Court
Eastern District of California
Fresno Division**

In re **Leon H. Bartlett, Inc.**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **Leon H. Bartlett, Inc.** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

 X All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

Owner	% of Shares Owned
Leon H. Bartlett, Inc. 1450 G Street Merced CA 95341	52%
Esop Plan OR,	48%

 There are no entities to report.

By: _____

Steven S. Altman
Signature of Attorney

Counsel for **Leon H. Bartlett, Inc.**

Bar no.: **63824**

Address.: **Steven Altman, PC
1127 12th Street, Suite 203
Modesto, CA 95354
Modesto, CA 95353**

Telephone No.: **(209) 521-7255**

Fax No.: **(209) 577-8390**

E-mail address: **altman@altmanattorney.com**

**United States Bankruptcy Court
Eastern District of California
Fresno Division**

In re: **Leon H. Bartlett, Inc.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Gary Westlake 72 E. La Purisima Street Merced CA 95340			Esop Plan
Geary Merriman 1126G Street Merced CA 95340			Esop Plan
Jesus Lopez 7341 Adrienne Circle Winton CA 95388			Esop Plan
Joel Simmons 2605 Granite Lane Catheys Valley 95306			Esop Plan
John Blevins 23598 2nd Avenue Stevenson CA 95374			Esop Plan
John Flores 21 E. Brookdale Drive Apt A Merced CA 95340			Esop Plan
John Ratley PO Box 57 Atwater CA 95301			Esop Plan
Joseph Verna, Jr. 5683 W. Leland Court Atwater CA 95301			Esop Plan
Joshua Medeinos 185 E 13th Street #2 Merced CA 95340			Esop Plan
Juan Flores Dias 4645 Oak Avenue Merced CA 95340			Esop Plan
Kenneth McFarland			Esop Plan
Leon H. Bartlett PO Box 390 Merced CA 95341			

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
Eastern District of California
Fresno Division**

In re: **Leon H. Bartlett, Inc.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Maria Rosales			Esop Plan
Mario Biagi			Esop Plan
Melissa Fountain 2537 Ballanlyne Merced CA 95340			Esop Plan
Paul Ratley 2419 Canal Drive Atwater CA 95301			Esop Plan
Randal Hayward 1901 Fifth Street Atwater CA 95301			Esop Plan
Ricky Goodfellow 2429 Fern Street Merced CA 95340			Esop Plan
Scott Sakugawa 5832 S. Hwy 59 Merced CA 95340			Esop Plan
Thomas Thurman 276 E 22nd Merced CA 05340			Esop Plan
Tina Buchanan 344 E 19th Merced CA 95340			Esop Plan
Victor Macias 661 Laughlin Lane Merced Ca 95340			Esop Plan
William Dias 1293 N Applegate Road Atwater CA 95301			Esop Plan
William Warner, Jr. 3314 Stretch Road Merced CA 95340			Esop Plan

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
Eastern District of California
Fresno Division**

In re: **Leon H. Bartlett, Inc.**

Case No.

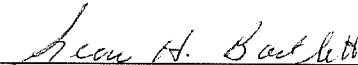
List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
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**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, **Leon H. Bartlett, President** 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: 9-16-09



Leon H. Bartlett, President
Debtor

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.

Debtor: Leon H. Bartlett, Inc.	Case No. Chapter 11
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
General Petroleum Corp. PO Box 31001-1235 Pasadena CA 91110-1235				\$1,346,025.00
Leon H.. Bartlett PO Box 390 Merced CA 95341				\$807,796.00
County Bank PO Box 550 Merced CA 95341		Security Agreement		\$700,582.00
				SECURED VALUE: \$350,000.00
W.H. Breshears, Inc. PO Box 392 Modesto CA 95353				\$357,277.00
Tesoro Northwest Co 8700 Tesoro Drive San Antonio TX 78217				\$188,327.00
New West Petroleum 1831 16th Street Sacramento CA 95811-6606				\$175,765.00
Leon H.. Bartlett PO Box 390 Merced CA 95341				\$130,301.00

Debtor: Leon H. Bartlett, Inc.	Case No. Chapter 11
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Rosevelt Petroleum 2020 Watts Avenue East Nicolaus CA 95969				\$90,846.00
Valley Pacific Petroleum Services Inc. PO Box 1245 French Camp CA 95231				\$85,011.00
Ramos Trek PO Box 401 West Sacramento CA 95691-0401				\$26,133.00
California Employment Development Bankruptcy/ Special Procedures Grp PO Box 826880 MIC 92E Sacramento CA 94280-0001				\$18,464.00
California Employment Development Bankruptcy/ Special Procedures Grp PO Box 826880 MIC 92E Sacramento CA 94280-0001				\$9,088.00
Petro Computer Systems Inc PO Box 1257 Citrus Heights CA 95611-1257				\$4,692.00
Van de Pol Enterprises, Inc. PO Box 1107 Stockton CA 95201-1107				\$4,345.00

Debtor: Leon H. Bartlett, Inc.	Case No. Chapter 11
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Valero Refining Co PO Box 500 San Antonio TX 78292-0500				\$2,818.00
State Compensation Inc PO Box 7854 San Francisco CA 94120-7854				\$2,381.00
Titan Container 5409 Essex Court Fair Oaks CA 95628				\$2,310.00
City of Merced 678 West 18th Street Merced CA 95340				\$2,129.00
Paul Oil Co PO Box 248 Oakdale CA 95361				\$1,795.00
Merced Irrigation District PO Box 2288 Merced CA 95344-0288				\$1,605.00

Debtor: **Leon H. Bartlett, Inc.**

Case No.
Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]

Declaration Under Penalty of Perjury on Behalf of a Corporation or Partnership

I, Leon H. Bartlett President of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: 9-16-09

Signature: Leon H. Bartlett

Leon H. Bartlett, President

Print Name and Title

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