

B1 (Official Form 1)(04/13)

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Fleet Card Fuels, a California Corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>77-0267495</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>4200 Buck Owens Blvd. Bakersfield, CA</b> <div style="text-align: right; margin-top: 5px;">ZIP Code <b>93308</b></div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Kern</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 81685 Bakersfield, CA</b> <div style="text-align: right; margin-top: 5px;">ZIP Code <b>93380</b></div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">ZIP Code</div>

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

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

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input 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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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**Statistical/Administrative Information**

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

<b>Estimated Number of Creditors</b>										
<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"/>	<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	

<b>Estimated Assets</b>										
<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"/>	<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	

<b>Estimated Liabilities</b>										
<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"/>	<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	

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Fleet Card Fuels, a California Corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b>	
(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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(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 delivered to the debtor the notice required by 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)   _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Fleet Card Fuels, a California Corporation</b>
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**Signatures**

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

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only **one** box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
- Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)  
**Riley C. Walter 91839**  
Printed Name of Attorney for Debtor(s)  
**Walter & Wilhelm Law Group**  
Firm Name  
**205 E. River Park Circle, Ste. 410**  
**Fresno, CA 93720-1563**  
Address  
**Email: rileywalter@W2LG.com**  
**(559) 435-9800 Fax: (559) 435-9868**  
Telephone Number

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

**Signature of Debtor (Corporation/Partnership)**

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

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

X \_\_\_\_\_  
Signature of Authorized Individual  
**Richard Davies**  
Printed Name of Authorized Individual  
**President**  
Title of Authorized Individual  
\_\_\_\_\_  
Date

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

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

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

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

CERTIFICATE OF CORPORATE RESOLUTION  
AUTHORIZING COMMENCEMENT OF CHAPTER 11 CASE

I, Richard Davies, the undersigned, President of Fleet Card Fuels, hereby certify and declare under penalty of perjury that the following is a true and correct excerpt from the official records of said corporation, truly and correctly reflecting the matters transacted by the said corporation at a special meeting duly called and held on June 9, 2014.

"WHEREAS, from the information presented it appears that the corporation is no longer able to pay or meet its debts and obligations as they become due, that the corporation qualifies as a debtor under Chapter 11 of the United States Bankruptcy Code, and that it is in the best interest of the corporation to file a petition under Chapter 11; therefore;


IT WAS UNANIMOUSLY RESOLVED, that the corporation should file a petition under Chapter 11 of the United States Bankruptcy Code.

IT WAS FURTHER RESOLVED that Walter & Wilhelm Law Group be retained to represent the corporation on all matters related to the Chapter 11 case, including the filing of the petition and initial pleadings.

IT WAS FURTHER RESOLVED that Richard Davies, President of Fleet Card Fuels, be authorized and directed to execute any and all petitions, statements, schedules, plans, and other necessary documents in the Chapter 11 case on behalf of the corporation.

The foregoing matters transacted and approved on behalf of the corporation at a special meeting duly called and held on the 9<sup>th</sup> day of June, 2014."

Certified this 20<sup>th</sup> day of June, 2014, by

  
\_\_\_\_\_  
Richard Davies, President,  
Fleet Card Fuels

B4 (Official Form 4) (12/07)

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

In re Fleet Card Fuels

Debtor(s)

Case No.

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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

**\*See Attached Listing\***

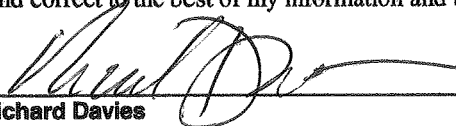
**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

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

Date

6/20/14

Signature



**Richard Davies  
President**

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

**List of 20 Largest Unsecured Creditors**

1	Fleet Card Fuels, ESOP	4200 Buck Owens Blvd.		Bakersfield	CA	93380-0000	Unknown
2	RAVM, LLC	Attn: Henry Medina	1101 Dove Street, Ste. 120	Newport Beach	CA	92660-0000	\$ 144,071.00
3	Richard O. Davies and Lorraine Davies,	Trustees of the Davies Revocable	26901 Clear Creek Rd.	Keene	CA	93531-0000	\$ 94,905.00
4	William C. Davies and Susan Davies,	Co-Trustees of the Davies Revocable	7270 Shepard Mesa Road	Carpinteria	CA	93013-0000	\$ 82,935.00
5	Jose Lopez and Linda Lopez, Co-Trustees	of the Lopez Revocable Living Trust	7217 Luke Ave.	Bakersfield	CA	93308-0000	\$ 64,980.00
6	Robb D. Pence, Trustee	of the Pence Revocable Trust 7/10/09	9803 Silverthorn Dr.	Bakersfield	CA	93314-0000	\$ 34,200.00
7	Loise Pence, Trustee	of the Pence Revocable Trust 7/10/09	8813 Oak Brook Court	Bakersfield	CA	93312-0000	\$ 34,200.00
8	W.P. Davies Oil Company	PO Box 80067		Bakersfield	CA	93380-0000	\$ 13,001.00
9	iKNOW Technologies	PO Box 80461		Bakersfield	CA	93380-0000	\$ 500.00
10	Joseph P. Hanson, Attorney at Law	5555 Business Park South, Ste. 110		Bakersfield	CA	93309-0000	\$ 425.00
11	Roseman Rife	1468 Sevilla St.		Camarillo	CA	93010-0000	\$ 300.00
12	Don Leonard	11917 Old Town Rd.		Bakersfield	CA	93312-0000	\$ 300.00
13	W&S Davies Limited Family Partnership	PO Box 81806		Bakersfield	CA	93380-0000	\$ -
14	Gubler Abbott	1041 N. Demaree St.		Visalia	CA	93291-0000	\$ -
15	Euler Hermes North America	800 Red Brook Blvd.		Owings Mills	MD	21117-0000	\$ -
16	Brown Armstrong Accountancy Corporation	4200 Truxton Ave., Ste. 300		Bakersfield	CA	93309-0000	\$ -

**\*\*Some creditors listed herein may be insiders.**

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

In re Fleet Card Fuels, a California Corporation

Debtor(s)

Case No.

Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Jose Lopez and Linda Lopez, Co-Trustees of the Lopez Revocable Living Trust Dated 12/17/96 7217 Luke Ave. Bakersfield, CA 93308</b>		<b>12.97%</b>	<b>Stock Ownership</b>
<b>Loise Pence, Trustee of the Pence Revocable Trust 7/10/09 8813 Oak Brook Court Bakersfield, CA 93314</b>		<b>6.66%</b>	<b>Stock Ownership</b>
<b>R&amp;L Davies Irrevocable Trust (2007) 26901 Clear Creek Rd. Keene, CA 93531</b>		<b>2.76%</b>	<b>Stock Ownership</b>
<b>Richard O. Davies and Lorraine Davies, Trustees of the Davies Revocable Living Trust Dated 4/15/91 26901 Clear Creek Rd. Keene, CA 93531</b>		<b>16.60%</b>	<b>Stock Ownership</b>
<b>Robb D. Pence, Trustee of the Pence Revocable Trust 7/10/09 9803 Silverthorn Dr. Bakersfield, CA 93314</b>		<b>6.66%</b>	<b>Stock Ownership</b>
<b>SABCO, LLC 3633 E. Inland Empire Blvd., Ste. 920 Ontario, CA 91764</b>		<b>13.86%</b>	<b>Stock Ownership</b>
<b>Samir Haggag and Bushra Haggag Trust dated September 3, 2007 30970 5th Ave. Redlands, CA 92374</b>		<b>2.11%</b>	<b>Stock Ownership</b>
<b>W&amp;S Davies Family Limited Partnership PO Box 81806 Bakersfield, CA 93380</b>		<b>16.56%</b>	<b>Stock Ownership</b>
<b>W.P. Davies Oil Company 4200 Buck Owens Blvd. Bakersfield, CA 93380</b>		<b>21.81%</b>	<b>Stock Ownership</b>

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

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

In re Fleet Card Fuels, a California Corporation  
Debtor(s)


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

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

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

I, Richard Davies, 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 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 6/20/14

Signature   
**Richard Davies**  
**President**

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



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

In re Fleet Card Fuels, a California Corporation,  
 Debtor

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

Chapter 11

**SUMMARY OF SCHEDULES**

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	1,342,924.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		153,663.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		582,317.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		20			
			Total Assets	1,342,924.00	
			Total Liabilities	735,980.00	

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

In re Fleet Card Fuels, a California Corporation  
Debtor

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

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

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

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

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

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

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

**State the following:**

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

**State the following:**

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

In re Fleet Card Fuels, a California Corporation Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)  
 Total > **0.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Fleet Card Fuels, a California Corporation  
Debtor

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

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking Account	-	2,700.00
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			

Sub-Total > **2,700.00**  
(Total of this page)

In re Fleet Card Fuels, a California Corporation  
Debtor

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

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	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.		<b>100% of the shares of Cal Valley Equipment, Inc.</b>	-	<b>1,000,000.00</b>
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Outstanding Accounts Receivable (book amount is greater)</b>	-	<b>50,000.00</b>
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.		<b>Claims Against Westco</b>	-	<b>238,033.00</b>
		<b>Underground Storage Tank Reimbursements</b>	-	<b>34,891.00</b>
			Sub-Total >	<b>1,322,924.00</b>
			(Total of this page)	

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property

In re Fleet Card Fuels, a California Corporation

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>XC versus Haggag, SABCO, et al.</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
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.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Office Equipment</b>	-	<b>500.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Refund from San Bernardino County - Overpaid Property Taxes</b>	-	<b>16,800.00</b>

Sub-Total >	<b>17,300.00</b>
(Total of this page)	
Total >	<b>1,342,924.00</b>

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

(Report also on Summary of Schedules)

B6C (Official Form 6C) (04/13)

In re **Fleet Card Fuels, a California Corporation**

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

Debtor(s)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

Check if debtor claims a homestead exemption that exceeds \$155,675.\*

- 11 U.S.C. §522(b)(2)
- 11 U.S.C. §522(b)(3)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
-------------------------	--------------------------------------	----------------------------	---

NONE

---

Total: 0.00 0.00

N/A

\*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.  
Schedule of Property Claimed as Exempt consists of 1 total page(s)

In re **Fleet Card Fuels, a California Corporation**

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

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
		H	W	J					
Account No.		21.81% Shareholder							
<b>W.P. Davies Oil Company PO Box 80067 Bakersfield, CA 93380</b>		<b>UCC-1 dated 2/6/13 covering promissory note, accounts, tax refund and all assets.</b>						<b>153,663.00</b>	
Account No.		Value \$							
Account No.		Value \$							
Account No.		Value \$							

0 continuation sheets attached

Subtotal  
(Total of this page)

**153,663.00**

Total  
(Report on Summary of Schedules)

**153,663.00**



In re **Fleet Card Fuels, a California Corporation**

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

Debtor

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

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

**Domestic support obligations**

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

**Extensions of credit in an involuntary case**

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

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* 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 \$6,150\* 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 \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

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

**Commitments to maintain the capital of an insured depository institution**

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

**Claims for death or personal injury while debtor was intoxicated**

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

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Fleet Card Fuels, a California Corporation  
Debtor

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

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W	J C				
Account No.							
<b>California Attorney General P.O. Box 944255 Sacramento, CA 94255</b>	-						<b>0.00</b>
Account No.							
<b>California State Board of Equalization P.O. Box 942879 MIC: 29 Sacramento, CA 94279-0029</b>	-						<b>0.00</b>
Account No.							
<b>Employment Development Department Bankruptcy/Special Procedures Group P.O. Box 826880 MIC 92E Sacramento, CA 94280-0001</b>	-						<b>0.00</b>
Account No.							
<b>Franchise Tax Board Bankruptcy Unit - G11 P.O. Box 2952 Sacramento, CA 95812-2952</b>	-						<b>0.00</b>
Account No.							
<b>Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346</b>	-						<b>0.00</b>
Subtotal (Total of this page)							<b>0.00</b>

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

In re Fleet Card Fuels, a California Corporation, Debtor

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

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No.									
<b>Kern County Treasurer-Tax Collector 1115 Truxton Avenue 2nd Floor Bakersfield, CA 93301-4639</b>		-						<b>0.00</b>	
Account No.									
<b>Securities &amp; Exchange Commission Attn: Bankruptcy Counsel 5670 Wilshire Blvd., Fl. 11 Los Angeles, CA 90036</b>		-						<b>0.00</b>	
Account No.									
<b>United States Attorney (IRS Division) 2500 Tulare Street, Suite 4401 Fresno, CA 93721</b>		-						<b>0.00</b>	
Account No.									
<b>United States Department of Justice Civil Trial Section, Western Region Box 683, Ben Franklin Station Washington, DC 20044</b>		-						<b>0.00</b>	
Account No.									

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

**0.00**

Total  
(Report on Summary of Schedules)

**0.00**

In re Fleet Card Fuels, a California Corporation  
 Debtor

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

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		Husband, Wife, Joint, or Community					
Account No.  <b>Brown Armstrong Accountancy Corporation</b> 4200 Truxton Ave., Ste. 300 Bakersfield, CA 93309		-	<b>Co-Defendant in SABCO, LLC lawsuit</b>				<b>0.00</b>
Account No.  <b>Clifford &amp; Brown Grover H. Waldon</b> 1430 Truxton Ave., #900 Bakersfield, CA 93301-5230		-	<b>For Notice Purposes</b>				<b>0.00</b>
Account No.  <b>Comerica Bank -California</b> 333 West Santa Clara Street San Jose, CA 95113		-	<b>UCC-1 filed 7/6/01 and amended and continued covering all personal property</b>			X	<b>0.00</b>
Account No.  <b>Commercial Trade Bureau of California</b> P.O. Box 10389 Bakersfield, CA 93389-0389		-	<b>Collection Services for Debtor</b>  <b>For Notice Purposes</b>				<b>0.00</b>
Subtotal (Total of this page)							<b>0.00</b>

6 continuation sheets attached

In re Fleet Card Fuels, a California Corporation  
Debtor

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

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Don Leonard 11917 Old Town Rd. Bakersfield, CA 93312							300.00
Account No.  Euler Hermes North America 800 Red Brook Blvd. Owings Mills, MD 21117							0.00
Account No.  Fleet Card Fuels, ESOP 4200 Buck Owens Blvd. Bakersfield, CA 93380				X			Unknown
Account No.  Fleming & Fell, PC 4225 Executive Square, Ste. 200 La Jolla, CA 92037							0.00
Account No.  Gilbert Buitron 801 W. Columbia Street Long Beach, CA 90806							0.00

Sheet no. 1 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) **300.00**

In re Fleet Card Fuels, a California Corporation

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

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>Gubler Abbott</b> <b>1041 N. Demaree St.</b> <b>Visalia, CA 93291</b>	-		<b>Collection Services for Debtor</b>  <b>For Notice Purposes</b>				<b>0.00</b>
Account No.  <b>Halle Proter Newland &amp; Rickett, LLP</b> <b>Attn: Richard Halle</b> <b>3040 19th Street</b> <b>Bakersfield, CA 93301</b>	-		<b>For Notice Purposes - Certified Public Accountants</b>				<b>0.00</b>
Account No.  <b>iKNOW Technologies</b> <b>PO Box 80461</b> <b>Bakersfield, CA 93380</b>	-		<b>Computer Services</b>				<b>500.00</b>
Account No.  <b>Jose Lopez and Linda Lopez,</b> <b>Co-Trustees</b> <b>of the Lopez Revocable Living Trust</b> <b>Dated 12/17/96</b> <b>7217 Luke Ave.</b> <b>Bakersfield, CA 93308</b>	-		<b>Shareholder Note</b>				<b>64,980.00</b>
Account No.  <b>Joseph P. Hanson</b> <b>Attorney at Law</b> <b>5555 Business Park South, Ste. 110</b> <b>Bakersfield, CA 93309</b>	-		<b>Legal Services</b>				<b>425.00</b>

Sheet no. 2 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) **65,905.00**

In re Fleet Card Fuels, a California Corporation  
Debtor

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

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Kamal A. Bilal</b> <b>701 N. Brand Ave., Suite 840</b> <b>Glendale, CA 91205</b>		-		<b>For Notice Purposes - Defendant in Fleet Card Fuels v. Westco Petroleum Distributions, Inc., et al. Lawsuit</b>			X	0.00
Account No.  <b>Loise Pence, Trustee</b> <b>of the Pence Revocable Trust 7/10/09</b> <b>8813 Oak Brook Court</b> <b>Bakersfield, CA 93312</b>		-		<b>Shareholder Note</b>				34,200.00
Account No.  <b>Nasrin Nino</b> <b>20897 Kelvin Place</b> <b>Woodland Hills, CA 91367</b>		-		<b>For Notice Purposes - Defendant in Fleet Card Fuels v. Westco Petroleum Distributions, Inc., et al. Lawsuit</b>				0.00
Account No.  <b>RAVM, LLC</b> <b>Attn: Henry Medina</b> <b>1101 Dove Street, Ste. 120</b> <b>Newport Beach, CA 92660</b>		-		<b>Consulting Agreement Services</b>				144,071.00
Account No.  <b>RAVM, LLC</b> <b>Tax Lawyers, LLC, Agent for</b> <b>Service of Process</b> <b>8880 W. Sunset, Ste. 250</b> <b>Las Vegas, NV 89148</b>		-		<b>Additional Notice to Agent for Service of Process regarding RAVM, LLC</b>				0.00
Subtotal (Total of this page)								178,271.00

Sheet no. 3 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Fleet Card Fuels, a California Corporation  
Debtor

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

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.  <b>Richard O. Davies and Lorraine Davies, Trustees of the Davies Revocable Living Trust Dated 4/15/91 26901 Clear Creek Rd. Keene, CA 93531</b>	-		<b>Shareholder Note</b>				<b>94,905.00</b>
Account No.  <b>Robb D. Pence, Trustee of the Pence Revocable Trust 7/10/09 9803 Silverthorn Dr. Bakersfield, CA 93314</b>	-		<b>Shareholder Note</b>				<b>34,200.00</b>
Account No.  <b>Roseman Rife 1468 Sevilla St. Camarillo, CA 93010</b>	-		<b>Bookkeeping Services</b>				<b>300.00</b>
Account No.  <b>SABCO, LLC 1101 Dove Street, Ste. 120 Newport Beach, CA 92660</b>	-		<b>13.86% Stock Ownership Consulting Agreement Services Lawsuit</b>			X	<b>112,500.00</b>
Account No.  <b>SABCO, LLC Samir Haggag, Agent for Service of Process 30970 5th Ave. Redlands, CA 92374</b>	-		<b>Additional Notice to Agent for Service of Process for SABCO, LLC</b>			X	<b>0.00</b>

Sheet no. 4 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) **241,905.00**



In re **Fleet Card Fuels, a California Corporation**

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

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W	J C				
Account No.  <b>Samir and Bushra Haggag</b> <b>30970 5th Ave.</b> <b>Redlands, CA 92374</b>	-					X	0.00
Account No.  <b>Samir Haggag, Trustee of the</b> <b>Samir Haggag and Bushra Haggag</b> <b>Trust</b> <b>dated September 3, 2007</b> <b>30970 5th Ave.</b> <b>Redlands, CA 92374</b>	-					X	0.00
Account No.  <b>San Pasqual Fiduciary Trust Co.,</b> <b>Trustee Fleet Card Fuels Employee</b> <b>Stock</b> <b>Option Plan - Attn. Richard H.</b> <b>Patterson</b> <b>624 South Grand Ave., Suite 2625</b> <b>Los Angeles, CA 90017</b>	-						0.00
Account No.  <b>Union Bank of California</b> <b>PO Box 30115</b> <b>Mail Code 4-957-492</b> <b>Los Angeles, CA 90030-0115</b>	-					X	0.00
Account No.  <b>US Trustee's Office</b> <b>United States Courthouse</b> <b>2500 Tulare Street, Room 1401</b> <b>Fresno, CA 93721</b>	-						0.00
Subtotal (Total of this page)							0.00

Sheet no. 5 of 6 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re Fleet Card Fuels, a California Corporation

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

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>W&amp;S Davies Limited Family Partnership PO Box 81806 Bakersfield, CA 93380</b>	-		<b>16.56% Stock Ownership</b>				<b>0.00</b>
Account No.  <b>W.P. Davies Oil Company PO Box 80067 Bakersfield, CA 93380</b>	-		<b>Unsecured Claim</b>				<b>13,001.00</b>
Account No.  <b>Westco Petroleum Distributors, Inc. 350 North Glenoaks Blvd., #305 Burbank, CA 91501</b>	-		<b>For Notice Purposes - Defendant in Fleet Card Fuels v. Westco Petroleum Distributors, Inc., et. al. Lawsuit Defendant in Fleet Card Fuels v. Westco Petroleum Ditrubutors, Inc., et. al. Lawsuit</b>				<b>0.00</b>
Account No.  <b>William C. Davies and Susan Davies, Co-Trustees of the Davies Revocable Living Trust dated 11/10/88 7270 Shepard Mesa Road Carpinteria, CA 93013</b>	-		<b>Shareholder Note</b>				<b>82,935.00</b>
Account No.							

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

Subtotal  
(Total of this page) **95,936.00**

Total  
(Report on Summary of Schedules) **582,317.00**

In re Fleet Card Fuels, a California Corporation, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>RAVM, LLC</b> <b>Attn: Henry Medina</b> <b>16481 Avenue 320</b> <b>Visalia, CA 93292</b>	<b>Consulting Agreement dated May 2012.</b>
<b>SABCO, LLC</b> <b>155 W. Hospitality Lane, Ste. 250</b> <b>San Bernardino, CA 92408</b>	<b>Consulting Agreement dated May 2012.</b>

In re Fleet Card Fuels, a California Corporation,  
Debtor

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

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Willim Davies, Richard Davies, and Brown Armstrong Accountancy Corporation</b>	<b>Samir Haggag and SABCO,LLC assert claims against Debtor and those listed on left. Debtor disputes all such claims and has asserted a cross complaint.</b>

B6I (Official Form 6I) (12/07)

In re **Fleet Card Fuels, a California Corporation**

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

Debtor(s)

**SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)**

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): <b>None.</b>	AGE(S):
<b>Employment:</b>	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

	DEBTOR	SPOUSE
INCOME: (Estimate of average or projected monthly income at time case filed)		
1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)	\$ <u>0.00</u>	\$ <u>0.00</u>
2. Estimate monthly overtime	\$ <u>0.00</u>	\$ <u>0.00</u>
3. SUBTOTAL	\$ <u>0.00</u>	\$ <u>0.00</u>
4. LESS PAYROLL DEDUCTIONS		
a. Payroll taxes and social security	\$ <u>0.00</u>	\$ <u>0.00</u>
b. Insurance	\$ <u>0.00</u>	\$ <u>0.00</u>
c. Union dues	\$ <u>0.00</u>	\$ <u>0.00</u>
d. Other (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ <u>0.00</u>	\$ <u>0.00</u>
6. TOTAL NET MONTHLY TAKE HOME PAY	\$ <u>0.00</u>	\$ <u>0.00</u>
7. Regular income from operation of business or profession or farm (Attach detailed statement)	\$ <u>0.00</u>	\$ <u>0.00</u>
8. Income from real property	\$ <u>0.00</u>	\$ <u>0.00</u>
9. Interest and dividends	\$ <u>0.00</u>	\$ <u>0.00</u>
10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	\$ <u>0.00</u>	\$ <u>0.00</u>
11. Social security or government assistance (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
12. Pension or retirement income	\$ <u>0.00</u>	\$ <u>0.00</u>
13. Other monthly income (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
14. SUBTOTAL OF LINES 7 THROUGH 13	\$ <u>0.00</u>	\$ <u>0.00</u>
15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)	\$ <u>0.00</u>	\$ <u>0.00</u>
16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$ <u>0.00</u>	\$ <u>0.00</u>

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

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

N/A

B6J (Official Form 6J) (12/07)

In re **Fleet Card Fuels, a California Corporation**

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

Debtor(s)

**SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)**

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	<u>0.00</u>
a. Are real estate taxes included?	Yes <u>    </u> No <u><b>X</b></u>		
b. Is property insurance included?	Yes <u>    </u> No <u><b>X</b></u>		
2. Utilities:		\$	<u>0.00</u>
a. Electricity and heating fuel		\$	<u>0.00</u>
b. Water and sewer		\$	<u>0.00</u>
c. Telephone		\$	<u>0.00</u>
d. Other _____		\$	<u>0.00</u>
3. Home maintenance (repairs and upkeep)		\$	<u>0.00</u>
4. Food		\$	<u>0.00</u>
5. Clothing		\$	<u>0.00</u>
6. Laundry and dry cleaning		\$	<u>0.00</u>
7. Medical and dental expenses		\$	<u>0.00</u>
8. Transportation (not including car payments)		\$	<u>0.00</u>
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	<u>0.00</u>
10. Charitable contributions		\$	<u>0.00</u>
11. Insurance (not deducted from wages or included in home mortgage payments)			
a. Homeowner's or renter's		\$	<u>0.00</u>
b. Life		\$	<u>0.00</u>
c. Health		\$	<u>0.00</u>
d. Auto		\$	<u>0.00</u>
e. Other _____		\$	<u>0.00</u>
12. Taxes (not deducted from wages or included in home mortgage payments)			
(Specify) _____		\$	<u>0.00</u>
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)			
a. Auto		\$	<u>0.00</u>
b. Other _____		\$	<u>0.00</u>
c. Other _____		\$	<u>0.00</u>
14. Alimony, maintenance, and support paid to others		\$	<u>0.00</u>
15. Payments for support of additional dependents not living at your home		\$	<u>0.00</u>
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	<u>0.00</u>
17. Other _____		\$	<u>0.00</u>
Other _____		\$	<u>0.00</u>

18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

	\$ <u>0.00</u>
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19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:

20. STATEMENT OF MONTHLY NET INCOME

a. Average monthly income from Line 15 of Schedule I	\$	<u>0.00</u>
b. Average monthly expenses from Line 18 above	\$	<u>0.00</u>
c. Monthly net income (a. minus b.)	\$	<u>0.00</u>

N/A

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

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

In re Fleet Card Fuels, a California Corporation  
Debtor(s)

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

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

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

I, Richard Davies, 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 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 6/20/14

Signature   
**Richard Davies**  
**President**

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

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

In re **Fleet Card Fuels, a California Corporation** Debtor(s)

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

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

*DEFINITIONS*

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

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**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
<b>\$7,509,211.00</b>	<b>2012 - Gross Income for Fleet Card Fuels (and Subsidiaries)</b>
<b>\$0.00</b>	<b>2013 - Gross Income</b>
<b>\$0.00</b>	<b>2014 - Gross Income</b>

**2. Income other than from employment or operation of business**

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

SOURCE  
**All reported at SA#1.**



**3. Payments to creditors**

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

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an 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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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 \$6,225\*. 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
<b>Clifford &amp; Brown (Legal Services)</b> <b>Grover H. Waldon</b> <b>1430 Truxton Ave., #900</b> <b>Bakersfield, CA 93301-5230</b>	<b>Various</b>	<b>\$22,528.00</b>

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
<b>See Attached</b>	

**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
<b>SABCO, LLC, Samir Haggag, and Samir Haggag, Trustee of the Sair Haggag and Bushra Haggag Trust dated September 3, 2007 v. William Davies, Richard Davies, Fleet Card Fuels, Brown Armstrong Accountancy Corporation Case No. S-1500-CV-280707, SPC</b>	<b>Breach of Contract, Negligence, Fraud, Conspiracy, Negligent Misrepresentatio n, Breach of Fiduciary Duties, Conversion; and Accounting.</b>	<b>Kern County Superior Court</b>	<b>Pending as is Cross Complaint for damages.</b>

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**RAVM, LLC Past President / Consulting Agreement**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
5/29/2014	\$6,458.33
2/5/2014	\$6,458.33
11/19/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
9/5/2013	\$6,458.33
	<b>\$71,041.63</b>

**SABCO, LLC Shareholder / Past Vice-President / Consulting Agreement**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
5/29/2014	\$6,250.00
2/5/2014	\$6,250.00
11/19/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
9/5/2013	\$6,250.00
	<b>\$68,750.00</b>

**Don Leonard Past CFO / Current Accounting Work**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
Total Last 1 Year	\$ 3,112.50

**Richard Davies Shareholder & President / Reimbursement**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
Total Last 1 Year	\$ 12.76

**WP Davies Oil Co. Shareholder / Payment on Loan**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
Total Last 1 Year	\$ 40,824.00

**Roseman Rife Past Vice President / Collection Work**

<u>Dates of Payments</u>	<u>Amounts of Payments</u>
Total Last 1 Year	\$ 1,396.00

B7 (Official Form 7) (04/13)

3

CAPTION OF SUIT AND CASE NUMBER <b>Fleet Card Fuels, a California corporation v. Westco Petroleum Distributors, Inc., A California corporation; Antone Nino, and inbdividual; Nasrin Nino, an individual; Kamal A. Bilas, an individual; Gilbert Buitron, an individual; Hadi Zakarra, an individual; and Does 1 through 50, inclusive</b> <b>Case No. S-1500-CV-280119-LHB</b>	NATURE OF PROCEEDING <b>Complaint for Damages for Breach of Contract; Open Book Account; Account Stated; Quantum Meruit; and Personal Guaranty</b>	COURT OR AGENCY AND LOCATION <b>Kern County Superior Court - Metropolitan Division</b>	STATUS OR DISPOSITION <b>Pending</b>
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None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

**6. Assignments and receiverships**

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

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

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

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

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

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Walter & Wilhelm Law Group 205 E. River Park Circle, Ste. 410 Fresno, CA 93720		See attached Disclosure of Compensation.

**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
		Sale of miscellaneous office furniture and decor for a total of about \$900 to various third parties.

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
Union Bank	Payroll Account (-0673)	Closed in April 2014 with a zero balance.
Union Bank	Employee Stock (-0924)	Closed in April 2014 with a zero balance.

**12. Safe deposit boxes**

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

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

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

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

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

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

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

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

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

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

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

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

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

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

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

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

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

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Cal Valley Equipment, Inc.	73-1718693	3500 Gilmore Ave. Bakersfield, CA 93308	Service Station/Equipment Installation	2004 - ongoing

- None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

**19. Books, records and financial statements**

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Debtor	

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

NAME	ADDRESS	DATES SERVICES RENDERED
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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
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**Debtor**

**Halle Proter Newland & Ricket, LLP  
Since February 2014**

**3040 19th Street  
Bakersfield, CA 93301**

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
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**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)
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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
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**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
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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
<b>Jose Lopez and Linda Lopez, Co-Trustees of the Lopez Revocable Living Trust Dated 12/17/96 7217 Luke Ave. Bakersfield, CA 93308</b>	<b>Stock Owner</b>	<b>12.97%</b>
<b>Loise Pence, Trustee of the Pence Revocable Trust 7/10/09 8813 Oak Brook Court Bakersfield, CA 93312</b>	<b>Stock Owner</b>	<b>6.66 %</b>
<b>R&amp;L Davies Irrevocable Trust (2007) 26901 Clear Creek Rd. Keene, CA 93531</b>	<b>Stock Owner</b>	<b>2.76%</b>

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NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Richard O. Davies and Lorraine Davies, Trustees of the Davies Revocable Living Trust Dated 4/15/91 26901 Clear Creek Rd. Keene, CA 93531</b>	<b>Stock Owner</b>	<b>16.60%</b>
<b>Robb D. Pence, Trustee of the Pence Revocable Trust 7/10/09 9803 Silverthorn Dr. Bakersfield, CA 93314</b>	<b>Stock Owner</b>	<b>6.66%</b>
<b>SABCO, LLC 3633 E. Inland Empire Blvd., Ste. 920 Ontario, CA 91764</b>	<b>Stock Owner</b>	<b>13.86%</b>
<b>Samir Haggag and Bushra Haggag Trust dated September 3, 2007 30970 5th Ave. Redlands, CA 92374</b>	<b>Stock Owner</b>	<b>2.11%</b>
<b>W&amp;S Davies Family Limited Partnership PO Box 81806 Bakersfield, CA 93380</b>	<b>Stock Owner</b>	<b>16.56%</b>
<b>W.P. Davies Oil Company 4200 Buck Owens Blvd. Bakersfield, CA 93380</b>	<b>Stock Owner</b>	<b>21.81%</b>
<b>Richard Davies 26901 Clear Creek Rd. Keene, CA 93531</b>	<b>President, Secretary</b>	
<b>William C. Davies 7270 Shepard Mesa Road Carpinteria, CA 93013</b>	<b>Treasurer</b>	

**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 RECIENT, RELATIONSHIP TO DEBTOR <b>See SOFA #3(c)</b>	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

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

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

**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)

\*\*\*\*\*

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

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

Date 6/20/14

Signature   
**Richard Davies**  
**President**

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

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

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

In re: Fleet Card Fuels  
 Chapter 11

Case No.

**Disclosure of Compensation of Attorney for Debtor**

1. Pursuant to 11 U.S.C. § 329 (a) and Bankruptcy Rule 2016 (b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy is shown below.
2. The source of the compensation paid to me was:  
      Debtor     Other
3. The source of compensation to be paid to me is:  
      Debtor     Other
4. I have not agreed to share the above-disclosed compensation with any other persons unless they are members and associates of my law firm.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
  - a. Analysis of the debtors' financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of the petition, schedules and statement of affairs;
  - c. Representation of the debtor at the initial meeting of the creditors and confirmation hearing;
  - d. Services per engagement letter.

6. The following payments were received in the past year:

DATE OF PAYMENT	AMOUNT OF PAYMENT	AMOUNT OF PAYMENT APPLIED TO FEES	AMOUNT OF PAYMENT APPLIED TO COSTS
3/20/14	\$2,984.00	\$2,919.50	\$64.50
5/8/14	\$8,448.66	\$8,093.50	\$355.16
6/13/14	\$1,865.78	\$1,781.50	\$84.28
6/18/14	\$73.02	\$43.50	\$29.52
6/18/14	\$37,000.00		
6/24/14		\$5,539.00	\$1,951.60

7. The above fees were related to services rendered as follows:

Bankruptcy Related	100%
Non-Bankruptcy Related	0%

8. The retainer on hand as of Petition Date was: \$29,509.40

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

In re: Fleet Card Fuels  
Chapter 11

Case No.

**Disclosure of Compensation of Attorney for Debtor**

**CERTIFICATION**

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

Date: 6/24/14

  
\_\_\_\_\_  
Riley C. Walter, Attorney for Debtor