

**United States Bankruptcy Court**  
**NORTHERN DISTRICT OF CALIFORNIA**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Distinguished Charters, LLC, a 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): <b>NONE</b>	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>73-170-5103</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>2041 Schell Mountain Way Antioch CA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>94531</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Contra Costa</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>214 Shaw Road, Suite M South San Franci CA</b>	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE <b>94080</b>	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>SAME</b>	ZIP CODE

<b>Type of Debtor</b> (Form of organization) (Check <b>one</b> 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  <hr style="width: 50%; margin-left: 0;"/>	<b>Nature of Business</b> (Check <b>one</b> 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>Motor Coach Charter</b> <hr style="width: 50%; margin-left: 0;"/> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <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>Chapter 11 Debtors:</b> <b>Check one box:</b> <input checked="" type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr style="width: 50%; margin-left: 0;"/> <b>Check all applicable boxes:</b> <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).
<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>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): <b><i>Distinguished Charters, LLC,</i></b> <b><i>a Corporation</i></b></p>	
<p><b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)</p>			
Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<p><b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)</p>			
Name of Debtor: <b>NONE</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under Chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p style="text-align: center;"><b>X</b></p> <p style="text-align: right;">_____ Signature of Attorney for Debtor(s) <span style="float: right;">7/14/2010 Date</span></p>		
<p><b>Exhibit C</b></p>			
<p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>			
<p><b>Exhibit D</b></p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p><b>Information Regarding the Debtor - Venue</b> (Check any applicable box)</p>			
<p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p>			
<p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included 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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<p><b>Voluntary Petition</b> (This page must be completed and filed in every case)</p>	<p>Name of Debtor(s): <b><i>Distinguished Charters, LLC,</i></b> <b><i>a Corporation</i></b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b)</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____ Signature of Debtor</p> <p><b>X</b> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____ (Signature of Foreign Representative)</p> <p>_____ (Printed name of Foreign Representative)</p> <p><u>7/14/2010</u> _____ (Date)</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X /s/ David M. Sternberg</b> Signature of Attorney for Debtor(s)</p> <p><u>David M. Sternberg 96107</u> Printed Name of Attorney for Debtor(s)</p> <p><u>DAVID M. STERNBERG &amp; ASSOCIATES</u> Firm Name</p> <p><u>540 Lennon Lane</u> Address</p> <p>_____ <u>Walnut Creek CA 94598</u></p> <p><u>(925) 946-1400</u> Telephone Number</p> <p><u>7/14/2010</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X /s/ Hoyt S. Haynes</b> Signature of Authorized Individual</p> <p><u>Hoyt S. Haynes</u> Printed Name of Authorized Individual</p> <p><u>Sole Member</u> Title of Authorized Individual</p> <p><u>7/14/2010</u> Date</p>	<p><b>X</b> _____ Date</p>

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re Distinguished Charters, LLC, a Corporation

Case No.
Chapter 11

Attorney for Debtor: David M. Sternberg / Debtor

STATEMENT PURSUANT TO RULE 2016(B)

The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

- 1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:
a) For legal services rendered or to be rendered in contemplation of and in connection with this case \$ hourly
b) Prior to the filing of this statement, debtor(s) have paid \$ 11,300.00
c) The unpaid balance due and payable is \$ 0.00
3. \$ 1,039.00 of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
b) Preparation and filing of the petition, schedules, statement of financial affairs and other documents required by the court.
c) Representation of the debtor(s) at the meeting of creditors.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
Payment for \$4,000.00 paid by Mother on 7-13-2010
Payment for \$2,100.00 Paid by Mother on 7-14-2010
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
None other
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
None
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:
None

Dated: 7/14/2010

Respectfully submitted,

X/s/ David M. Sternberg
Attorney for Petitioner: David M. Sternberg
DAVID M. STERNBERG & ASSOCIATES
540 Lennon Lane
Walnut Creek CA 94598

(925) 946-1400

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

In re *Distinguished Charters, LLC*  
a Corporation

Case No.  
Chapter 11

Debtor(s)

**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 and Fed. R. Bankr. P. 1007(m).

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Hoyt S. Haynes</i> <i>2041 Schell Mountain Way</i> <i>Antioch CA 94531</i>	Phone: <i>Hoyt S. Haynes</i> <i>2041 Schell Mountain Way</i> <i>Antioch CA 94531</i>	<i>Loan to Hoyt</i>		\$ 271,811.34
2 <i>US Dept. of the Treasury-FMS</i> <i>THE CBE Group</i> <i>P.O. Box 70958</i> <i>Charlotte NC 28272-0958</i>	Phone: <i>US Dept. of the Treasury-FMS</i> <i>THE CBE Group</i> <i>P.O. Box 70958</i> <i>Charlotte NC 28272-0958</i>	<i>Original Creditor Is:</i>		\$ 14,218.85
3 <i>Chase-Cardmember Service</i> <i>P.O. Box 15548</i> <i>Wilmington DE 19886-5548</i>	Phone: <i>Chase-Cardmember Service</i> <i>P.O. Box 15548</i> <i>Wilmington DE 19886-5548</i>	<i>business line of credit</i>		\$ 13,998.34
4 <i>Nationwide Credit, Inc.</i> <i>P.O. Box 26314</i> <i>Lehigh Valley PA 18002-6314</i>	Phone: <i>Nationwide Credit, Inc.</i> <i>P.O. Box 26314</i> <i>Lehigh Valley PA 18002-6314</i>	<i>Collection for GE FLEX PLUS</i>		\$ 11,806.06
5 <i>Chase Cardmember Services</i> <i>P.O. Box 15827</i> <i>Wilmington DE 19850-5827</i>	Phone: <i>Chase Cardmember Services</i> <i>P.O. Box 15827</i> <i>Wilmington DE 19850-5827</i>	<i>Revolving charge</i>	D	\$ 8,370.01

Debtor(s)

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Internal Revenue Service P.O. Box 105416 Atlanta GA 30348-5416	Phone: Internal Revenue Service P.O. Box 105416 Atlanta GA 30348-5416	2007 Form 944		\$ 7,798.18
7 Capital One P.O. Box 60511 City of Industry CA 91716-0511	Phone: Capital One P.O. Box 60511 City of Industry CA 91716-0511	Revolving charge		\$ 7,135.00
8 AT&T Advertising Solutions P.O. Box 989046 West Sacramento CA 95798-9046	Phone: AT&T Advertising Solutions P.O. Box 989046 West Sacramento CA 95798-9046	Advertising - Business		\$ 4,510.95
9 US Department of the Treasury Progressive Financial Services P.O. Box 70957 Charlotte NC 28272-0957	Phone: US Department of the Treasury Progressive Financial Services P.O. Box 70957 Charlotte NC 28272-0957	Original Creditor Is:		\$ 2,915.56
10 AT&T Advertising Solutions P.O. Box 989046 West Sacramento CA 95798-9046	Phone: AT&T Advertising Solutions P.O. Box 989046 West Sacramento CA 95798-9046	Advertising		\$ 929.25
11 Internal Revenue Service P.O. Box 105416 Atlanta GA 30348-5416	Phone: Internal Revenue Service P.O. Box 105416 Atlanta GA 30348-5416	2009 Taxes Form 941		\$ 165.09
12 Caterpillar Financial Services Corporation - Motor Coaches P.O. Box 905561 Charlotte NC 28290-5561	Phone: Caterpillar Financial Services Corporation - Motor Coaches P.O. Box 905561 Charlotte NC 28290-5561	Loan on 2006 Motor Coach	Value: Net Unsecured:	\$ 24,676.65 \$ 285,000.00 \$ 0.00

Debtor(s)

### LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
13 <i>Motor Coach Industries</i> <i>MCI Financial Services</i> <i>9787 Clifford Drive</i> <i>Dallas TX 75220</i>	Phone: <i>Motor Coach Industries</i> <i>MCI Financial Services</i> <i>9787 Clifford Drive</i> <i>Dallas TX 75220</i>	<i>Loan on 2007 Motor Coach</i>		<i>\$ 28,891.45</i>
		<i>Value:</i>		<i>\$ 295,000.00</i>
		<i>Net Unsecured:</i>		<i>\$ 0.00</i>

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Hoyt S. Haynes, Sole Member of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 7/14/2010Signature /s/ Hoyt S. HaynesName: Hoyt S. HaynesTitle: Sole Member

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

In re *Distinguished Charters, LLC,*  
a Corporation

Case No.  
Chapter 11

\_\_\_\_\_/ Debtor  
Attorney for Debtor: *David M. Sternberg*

**VERIFICATION OF CREDITOR MATRIX**

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: 7/14/2010

/s/ Hoyt S. Haynes  
Debtor



Caterpillar Financial Services  
Corporation - Motor Coaches  
P O Box 905561  
Charlotte NC 28290-5561

Motor Coach Industries  
MCI Financial Services  
9787 Clifford Drive  
Dallas TX 75220

AT&T Advertising Solutions  
P O Box 989046  
West Sacramento CA 95798-9046

Capital One  
P O Box 60511  
City of Industry CA 91716-0511

Chase Cardmember Services  
P O Box 15827  
Wilmington DE 19850-5827

Chase-Cardmember Service  
P O Box 15548  
Wilmington DE 19886-5548

Hoyt S Haynes  
2041 Schell Mountain Way  
Antioch CA 94531

Internal Revenue Service  
P O Box 105416  
Atlanta GA 30348-5416

Nationwide Credit Inc  
P O Box 26314  
Lehigh Valley PA 18002-6314

US Department of the Treasury  
Progressive Financial Services  
P O Box 70957  
Charlotte NC 28272-0957

US Dept of the Treasury-FMS  
THE CBE Group  
P O Box 70958  
Charlotte NC 28272-0958

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS,  
WAIVER OF MEETING AND RESOLUTION TO APPROVE  
CHAPTER 11 FILING  
OF  
DISTINGUISHED CHARTERS, LLC**

The undersigned, constituting all the directors of members of Distinguished Charters, LLC a California corporation ("the Company"), hereby consent to the adoption of, and do hereby adopt, the following resolution:

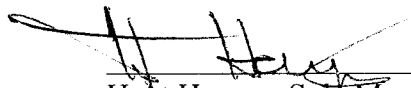
WHEREAS, in the judgment of the directors, it is desirable and in the best interests of the Company, its creditors and stockholders, and other interested parties that the necessary meeting of the Board of Directors be waived to approve the filing for protection under Chapter 11 of Title 11 of the United States Code and to hire David M. Sternberg & Associates as its legal representative in the case.

WHEREAS, in the judgment of the directors, it is desirable and in the best interests of the Company, its creditors and stockholders, and other interested parties that the Company petition for relief under Chapter 11 of Title 11 of the United States Code;

NOW THEREFORE, be it resolved that:

1. The requirement of a meeting is waived because of the emergency nature.
2. Hoyt Haynes is hereby authorized and directed to execute and verify a petition for relief under Chapter 11 of Title 11 of the United States Code on behalf of the Company, together with other required or appropriate papers, and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of California to commence the Company's Chapter 11 case at such time as the officer determines is optimal.
3. Hoyt Haynes is hereby authorized to execute, verify (where appropriate), and file all statements, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in the Company's Chapter 11 case.
4. Hoyt Haynes is further authorized to review and sign a fee agreement with David M. Sternberg & Associates to file the petition and generally represent Distinguished Charters, LLC.

Dated: July 2, 2010

  
\_\_\_\_\_  
Hoyt Haynes, Sole Memeber