

B1 (Official Form 1)(1/08)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Santa Paula Oil, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-2543233	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): 9454 Wilshire Blvd., Ste. Penthouse 30 Beverly Hills, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 90212	ZIP Code
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 15535 Eastvale Rd. Poway, CA 92064	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input 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 Case # : 09-10661-LT11 Debtor.: SANTA PAULA OIL, INC. Judge...: LAURA TAYLOR Chapter: 11 Filed : July 24, 2009 15:51:54 Deputy : T SCHMITT Receipt: 205219 Amount : \$1,039.00 RELIEF ORDERED Clerk, U.S. Bankruptcy Court Southern District Of California
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

B1 (Official Form 1)(1/08)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Santa Paula Oil, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit 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.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

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

B1 (Official Form 1)(1/08)

Voluntary Petition

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

Name of Debtor(s):
Santa Paula Oil, Inc.

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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


X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Bruce R. Babcock Bar #85878
Printed Name of Attorney for Debtor(s)

Bruce R. Babcock
Firm Name
4808 Santa Monica Avenue
San Diego, CA 92107

Address

(619) 222-2661 Fax: (619) 222-2310
Telephone Number

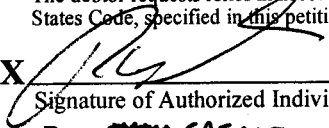
7/24/09
Date

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

Signature of 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

Reza SAFALIE
Printed Name of Authorized Individual

President
Title of Authorized Individual

7/24/09
Date

Signature of a Foreign Representative

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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.

CSD 1008 [08/21/00]

Name, Address, Telephone No. & I.D. No.

Bruce R. Babcock
4808 Santa Monica Avenue
San Diego, CA 92107
(619) 222-2661
Bar #85878

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
325 West "F" Street, San Diego, California 92101-6991

In Re
Santa Paula Oil, Inc.

BANKRUPTCY NO.

Debtor.

VERIFICATION OF CREDITOR MATRIX

PART I (check and complete one):

New petition filed. Creditor diskette required.

TOTAL NO. OF CREDITORS: 10

Conversion filed on _____. *See instructions on reverse side.*

TOTAL NO. OF CREDITORS: _____

Former Chapter 13 converting. Creditor diskette required.

Post-petition creditors added. Scannable matrix required.

There are no post-petition creditors. No matrix required.

Amendment or Balance of Schedules filed concurrently with this original scannable matrix affecting Schedule of Debts and/or Schedule of Equity Security Holders. *See instructions on reverse side.*

Names and addresses are being ADDED.

Names and addresses are being DELETED.

Names and addresses are being CORRECTED.

PART II (check one):

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

The above-named Debtor(s) hereby verifies that there are no post-petition creditors affected by the filing of the conversion of this case and that the filing of a matrix is not required.

Date: _____

7/24/09



Reza Safaie, PRESIDENT
Signer/Title

REFER TO INSTRUCTIONS ON REVERSE SIDE

Ansari, Morteza
c/o Goode, Hemme, Peterson...
6256 Greenwich Dr., Ste. 500
San Diego, CA 92122

Dixieline Lumber Co.
P.O. Box 85307
San Diego, CA 92186

Khashayar Law Group
400 S. Melrose Dr.
Vista, CA 92081

Los Angeles County Tax Collect
250 Hill St.
Los Angeles, CA

Mirae Bank
3255 Wilshire Blvd.
Los Angeles, CA

Ossta International USA
1207 High Bluff Dr., Ste. 200
San Diego, CA 92130

Safaie, Reza
9454 Wilshire Blvd., Pent. 30
Beverly Hills, CA 90212

San Diego County Tax Collector
1600 Pacific Highway, Room 162
San Diego, CA 92101

Septic Repair Service, Inc.
P.O. Box 80
Lakeside, CA 92040

U.S. Bank
4801 Frederica St.
Owensboro, KY 42301

B4 (Official Form 4) (12/07)

United States Bankruptcy Court

Southern District of California

In re Santa Paula Oil, Inc.
Debtor

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Ansari, Morteza c/o Goode, Hemme... 6256 Greenwich Dr. #500 San Diego, CA 92122	Ansari, Morteza c/o Goode, Hemme... 6256 Greenwich Dr. #500 San Diego, CA 92122	judgment lien	contingent, unliquidated, disputed	\$ 91,000
Dixieline Lumber Co. P.O. Box 85307 San Diego, CA 92186	Dixieline Lumber Co. P.O. Box 85307 San Diego, CA 92186	mechanic's lien	contingent, unliquidated, disputed	29,000
Khashayar Law Group 400 S. Melrose Dr. Vista, CA 92081	Khashayar Law Group 400 S. Melrose Dr. Vista, CA 92081	attorney's fees		24,000
Los Angeles County Tax Collector 250 Hill St. Los Angeles, CA	Los Angeles County Tax Collector 250 Hill St. Los Angeles, CA	tax on Santa Paula property		30,000
Mirea Bank 3255 Wilshire Blvd Los Angeles, CA	Mirae Bank 3255 Wilshire Blvd Los Angeles, CA	1st TD on Santa Paula property		2,400,000
Ossta International USA 1207 High Bluff Dr. San Diego, CA 92130	Ossta International USA 1207 High Bluff Dr. San Diego, CA 92130	mechanic's lien	contingent, unliquidated, disputed	547,000
Saffai, Reza 9454 Wilshire Blvd. Pent. 30 Los Angeles, CA 90212	Saffai, Reza 9454 Wilshire Blvd., Pent. 30 Los Angeles, CA 90212	loans to debtor		60,000
San Diego County Tax Collector 1600 Pacific Highway San Diego, CA 92101	San Diego County Tax Collector 1600 Pacific Highway San Diego, CA 92101	tax on Poway property		15,000

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Septic Repair Service, Inc. P.O. Box 80 Lakeside, CA 92040	Septic Repair Service, Inc. P.O. Box 80 Lakeside, CA 92040	mechanic's lien	contingent, unliquidated, disputed	7,700
U.S. Bank 4801 Frederica St. Owensboro, KY	U.S. Bank 4801 Frederica St. Owensboro, KY	1st TD on Poway property		995,000

In re Santa Paula Oil, Inc.
Debtor

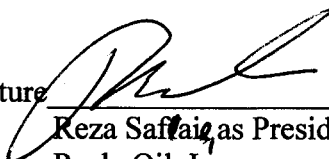
Case No. _____

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

DECLARATION OF DEBTOR UNDER PENALTY OF PERJURY

I, Reza Saffai, President of Debtor Santa Paul Oil, Inc., 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: 7/24/09

Signature  _____
Reza Saffai, as President of Santa
Paula Oil, Inc.

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. Sections 152 and 3571

United States Bankruptcy Court
Southern District of California

In re Santa Paula Oil, Inc.
Debtor(s)

Case No. _____
Chapter 11

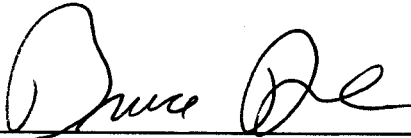
CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Santa Paula Oil, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

~~Ross Gaffai
3700 Wilshire Blvd.
Beverly Hills, CA 90212~~

None [Check if applicable]

7/24/09
Date



Bruce R. Babcock
Signature of Attorney or Litigant
Counsel for Santa Paula Oil, Inc.

Bruce R. Babcock
4808 Santa Monica Avenue
San Diego, CA 92107
(619) 222-2661 Fax:(619) 222-2310