

B1 (Official Form 1)(12/11)

United States Bankruptcy Court Southern District of California		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Knight & Carver Yachtcenter, 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) 33-0307529		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): 1313 Bay Marina Drive National City, CA <div style="text-align: right;">ZIP Code 91950</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: San Diego		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
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
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 \$50 million <input type="checkbox"/> \$10,000,001 to \$100 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>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Knight & Carver Yachtcenter, Inc.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Knight & Carver Yachtcenter, Inc.</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</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. [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>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</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>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ John L. Smaha 95855</u> Signature of Attorney for Debtor(s)</p> <p><u>John L. Smaha 95855 (Bar No. 95855)</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Smaha Law Group</u> Firm Name</p> <p><u>7860 Mission Center Ct. #100</u> <u>San Diego, CA 92108</u></p> <p>_____ Address</p> <p style="text-align: right;">Email: jsmaha@smaha.com</p> <p><u>619-688-1557 Fax: 619-688-1558</u> Telephone Number</p> <p><u>March 12, 2012</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;">Signature of Non-Attorney Bankruptcy Petition Preparer</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 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.</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>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</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><small>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.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Michael O'Leary</u> Signature of Authorized Individual</p> <p><u>Michael O'Leary</u> Printed Name of Authorized Individual</p> <p><u>President/CEO</u> Title of Authorized Individual</p> <p><u>March 12, 2012</u> Date</p>	

RESOLUTIONS OF THE BOARD OF DIRECTORS OF
KNIGHT & CARVER YACHTCENTER, INC.
A CALIFORNIA CORPORATION

A meeting of the Members of KNIGHT & CARVER YACHTCENTER, INC., a California corporation authorized to do business within the State of California, was held on March 9, 2012 at the corporate office of Knight & Carver Yachtcenter, Inc.

Based upon exigent circumstances the following resolutions were made by a majority of the Board of Directors of KNIGHT & CARVER YACHTCENTER, INC.:

BE IT RESOLVED, that Knight & Carver Yachtcenter, Inc. and Michael O'Leary as its President/CEO or Sampson Brown, Chairman of the Board are authorized to execute a petition under Chapter 11 of the United States Bankruptcy Code placing Knight & Carver Yachtcenter, Inc. into protection under Chapter 11 of the United States Bankruptcy Code.

BE IT FURTHER RESOLVED, that Michael O'Leary or Sampson Brown are authorized to take any and all actions necessary for the purposes of proposing and executing a Plan of Reorganization for Knight & Carver Yachtcenter, Inc. including but not limited to, signing statements of financial affairs, liabilities and assets, plans of reorganization, sale of the assets of the company and all other matters necessary thereto.

BE IT FURTHER RESOLVED, that Michael O'Leary or Sampson Brown are authorized to open debtor-in-possession bank accounts under their or others signature, at any financial institution allowed under the guidelines of the United States Trustee for the Southern District of California.

BE IT FURTHER RESOLVED, that Michael O'Leary or Sampson Brown are authorized to employ the law firm of Smaha Law Group as Debtor's counsel to represent the Debtor as debtor-in-possession in its Chapter 11 Bankruptcy proceeding.

Executed this 9th day of March 2012, at San Diego, California.

Knight & Carver Yachtcenter, Inc.

By: _____

Its: _____
PRESIDENT/CEO

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of California

In re **Knight & Carver Yachtcenter, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(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>
Beach Business Bank Orange County Branch 650 Town Center Dr., Ste. 150 Costa Mesa, CA 92626	Beach Business Bank Orange County Branch 650 Town Center Dr., Ste. 150 Costa Mesa, CA 92626			1,663,065.22 (0.00 secured)
Dennis & Dennis, LLP P.O. Box 720609 San Diego, CA 92172-0609	Dennis & Dennis, LLP P.O. Box 720609 San Diego, CA 92172-0609	Vendor		41,262.00
Diligence & Company, LLC P.O. Box 13186 San Diego, CA 92170	Diligence & Company, LLC P.O. Box 13186 San Diego, CA 92170			85,136.43
Fraser Services 1313 Bay Marina Drive National City, CA 91950	Fraser Services 1313 Bay Marina Drive National City, CA 91950			93,408.12
Gaetano Zizzo 9519 Oakfield Ct. Spring Valley, CA 91977	Gaetano Zizzo 9519 Oakfield Ct. Spring Valley, CA 91977			39,781.35
Giovanni Lococo 2705 Columbia Street San Diego, CA 92103	Giovanni Lococo 2705 Columbia Street San Diego, CA 92103			57,324.79
Hugo Carver Note Payable 3698 Zola Street San Diego, CA 92106	Hugo Carver Note Payable 3698 Zola Street San Diego, CA 92106			228,140.04
James Ivcevic 832 Danica Place Escondido, CA 92025	James Ivcevic 832 Danica Place Escondido, CA 92025			58,664.19
Kathrine Pearson 912 Armada Terrace San Diego, CA 92106	Kathrine Pearson 912 Armada Terrace San Diego, CA 92106			49,562.29
Louis Sands P.O. Box 95 Glendale, AZ 85311	Louis Sands P.O. Box 95 Glendale, AZ 85311			1,986,402.16
Michael O'Leary 1811 Maple Glen Rd. Sacramento, CA 95864	Michael O'Leary 1811 Maple Glen Rd. Sacramento, CA 95864			146,585.97

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

In re **Knight & Carver Yachtcenter, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Miguel Alvarez 2622 Bancroft Street San Diego, CA 92104	Miguel Alvarez 2622 Bancroft Street San Diego, CA 92104			60,130.83
Nancy Abrahamson 2628 Worden Street San Diego, CA 92103	Nancy Abrahamson 2628 Worden Street San Diego, CA 92103			39,727.14
Paramount Scaffold Co., Inc. 997 G Street Chula Vista, CA 91910	Paramount Scaffold Co., Inc. 997 G Street Chula Vista, CA 91910	Vendor		82,491.00
South County Economic Development Council 1111 Bay Blvd., Ste. "E" Chula Vista, CA 91911	South County Economic Development Council 1111 Bay Blvd., Ste. "E" Chula Vista, CA 91911			329,406.95
Stockholder Pay-Def Comp 1811 Maple Glen Road Sacramento, CA 95864	Stockholder Pay-Def Comp 1811 Maple Glen Road Sacramento, CA 95864			116,976.22
Stockholder Payable-M.O. 1811 Maple Glen Road Sacramento, CA 95864	Stockholder Payable-M.O. 1811 Maple Glen Road Sacramento, CA 95864			173,152.10
Stockholder Payable-M.O. 1811 Mapble Glen Road Sacramento, CA 95864	Stockholder Payable-M.O. 1811 Mapble Glen Road Sacramento, CA 95864			151,590.56
Unified Port of San Diego 3165 Pacific Highway P.O. Box 120488 San Diego, CA 92112-0488	Unified Port of San Diego 3165 Pacific Highway P.O. Box 120488 San Diego, CA 92112-0488			365,135.99
White Rock Advisors, LLC 301 S. Sherman Street, Ste 200 Richardson, TX 75081-4166	White Rock Advisors, LLC 301 S. Sherman Street, Ste 200 Richardson, TX 75081-4166			40,533.88

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

I, the President/CEO 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 **March 12, 2012**Signature **/s/ Michael O'Leary****Michael O'Leary
President/CEO**

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.

A-1 Alloys
Division of ABC Metals
3330 Beyer Blvd., Ste. F
San Ysidro, CA 92173

Admiralty Marine Service, Inc.
1053 Rosecrans Street
San Diego, CA 92106

Advanced Propane Service, Inc.
P.O. Box 19832
San Diego, CA 92170-1902

Advanced Thermal Prod., Inc.
17365 Daimler Street
Santa Ana, CA 92705

All At Sea
382 NE 191st Street
Unit #382381
Miami, FL 33179

American Express-51004
P.O. Box 360002
Fort Lauderdale, FL 33336-0002

American Express-52002
Box 0001
Los Angeles, CA 90096-8000

ARCO Business Solutions
P.o. Box 70995
Charlotte, NC 28272-0995

Atlas Pumping Service, Inc.
12740 Vigilante Road
Lakeside, CA 92040

Barnes Fire Equipment Co.
905-F West Main Street
El Cajon, CA 92020

BC Wire Rope & Rigging, Inc.
10580 Prospect Ave., Ste. 102
Santee, CA 92071

Beach Business Bank
Orange County Branch
650 Town Center Dr., Ste. 150
Costa Mesa, CA 92626

Bisbee Black & Blue Marln
2793 Harbor Blvd.
Costa Mesa, CA 92626

Brewer Land Co., LLC
10125 Channel Road
Lakeside, CA 92040

Bucklew Marine System, Inc.
2608 Shelter Island Dr., #102
San Diego, CA 92106

C & W Diving, Inc.
P.O. Box 2433
1706 Hoover Avenue
National City, CA 91951

Calif. Marine Cleaning, Inc.
905 S. 33rd Street
San Diego, CA 92170

Carolyn J. Pann
Ar'Tic Containers
P.O. Box 1165
Jamul, CA 91935-1164

Charles Dorsch, Inc.
Ship's Agent
1981 Main Street
San Diego, CA 92113

Chula Vista Blueprint Co.
Attn: Accounts Receivables
26 Broadway
Chula Vista, CA 91910

Cintas Corporation #694
P.O. Box 2566
Vista, CA 92085-2566

Coast to Coast Comp, Inc.
4277 Valley Fair
Simi Valley, CA 93063

Composites One, LLC
File 54739
Los Angeles, CA 90074-4739

Coordinated Wie Rope & RI
1505A Hoover Avenue
National City, CA 91950

Corporate Technologies
Dept. 1493, FBO: Corp. Tech
Denver, CO 80291-1494

CPA & Law Offices Corp.
3585 Fourth Avenue
San Diego, CA 92103-4912

Culligan Water
P.O. Box 5277
Carol Stream, IL 60197-5277

Cummins Cal Pacific, LLC
Dept. 8731
Los Angeles, CA 90084-8731

David Stone, Inc.
519 Venture Street
Escondido, CA 92029

Dennis & Dennis, LLP
P.O. Box 720609
San Diego, CA 92172-0609

Detco
7220 Fenwick Lane
Westminster, CA 92683

Diligence & Company, LLC
P.O. Box 13186
San Diego, CA 92170

DM Consulting, Inc.
12316 Dormouse Road
San Diego, CA 92129

Environmental Recovery SE
15902 South Main Street
Gardena, CA 90248

Fastenal
P.O. Box 978
Winona, MN 55987-0978

Fiberlay, Inc.
24 S. Idaho Street
Seattle, WA 98134

Firewatch, Inc.
427 El Cajon Blvd.
El Cajon, CA 92020

Fleisher Products, Inc.
4666 Cass Street
San Diego, CA 92109

Form Fab
11478 Woodside Ave. North
Santee, CA 92071

Fraser Services
1313 Bay Marina Drive
National City, CA 91950

Frost Hardwood Lumber Co.
6565 Miramar Road
P.O. Box 919065
San Diego, CA 92191-9065

Fubar Odyssey 2007
1011 Anchorage Drive
San Diego, CA 92106

Gaetano Zizzo
9519 Oakfield Ct.
Spring Valley, CA 91977

General Petroleum
A Maxum Petroleum Co.
P.O. Box 31001-1235
Pasadena, CA 91110-1235

Giovanni Lococo
2705 Columbia Street
San Diego, CA 92103

Global Plastic Sheeting
1331 Specialty Drive
Vista, CA 92081

Godwin Pumps, Inc.
13350 Gregg Street, Ste. 108
Poway, CA 92064

Gougeon Bros., Inc.
100 Patterson Avenue
P.O. Box 908
Bay City, MI 48707

Harbor Pest Control
6160 Fairmont Ave., Ste. K
San Diego, CA 92120

Hawthorne Power Systems
16945 Camino San Bernardino
San Diego, CA 92127-2499

Hugo Carver Note Payable
3698 Zola Street
San Diego, CA 92106

Hugo W. Carver, II
3698 Zola Street
San Diego, CA 92106

Jackson Lea, Inc.
3440 Symmes Road
Hamilton, OH 45015

James Ivicevic
832 Danica Place
Escondido, CA 92025

John Freeman
1662 Puterbaugh Street
San Diego, CA 92103

Kaman Industrial Tech.
5300 E Ontario Mills Pkwy, 100
Ontario, CA 91764

Kathrine Pearson
912 Armada Terrace
San Diego, CA 92106

Ken Pierson
P.O. Box 807
Jamul, CA 91935

Knight Note Payable
3666 Jewell Street
San Diego, CA 92109

Llewellyn Supply Company
507 N. Figueroa Street
Wilmington, CA 90744

Louis Sands
P.O. Box 95
Glendale, AZ 85311

Marine Chemist Surveys
737 Terra Nova Drive
Chula Vista, CA 91910

Marscot Marine & Ind Supp
2446 Main Street, Ste. V
Chula Vista, CA 91911

Material Sales, Inc.
1540 McKinley Avenue
National City, CA 91950

McMaster-Carr
Attn: Accounts Receivables
P.O. Box 7690
Chicago, IL 60680

Michael O'Leary
1811 Maple Glen Rd.
Sacramento, CA 95864

Miguel Alvarez
2622 Bancroft Street
San Diego, CA 92104

Misty Sanchez
1670 Kettner Blvd., Ste. 517
San Diego, CA 92101

Mobile Mini, Inc.
ATTN: Collection Dept.
7420 S. Kyrene Rd., Ste. 101
Tempe, AZ 85283

Mobile Mini, LLC
Attn: Payment Processing
P.O. Box 79149
Phoenix, AZ 85062-9149

Morel Industries, Inc.
637 S. Lucile Street
Seattle, WA 98108

Nancy Abrahamson
2628 Worden Street
San Diego, CA 92103

National City Chamber of Comm.
901 National City Blvd.
National City, CA 91950-3203

Navigato & Battin
755 West A Street, Ste. 150
San Diego, CA 92101

Nixon-EGLI
P.O. Box 511262
Los Angeles, CA 90051-7817

North American Crane, Inc.
308 E. Second Avenue
La Habra, CA 90631

Ocean Beach Boat & Auto
4838 Voltaire Street
San Diego, CA 92107

Ocean Plumbing
1765 Garnet Avenue, #B1
San Diego, CA 92109

Officia Imaging
Ref. # 584264
P.O. Box 41601
Philadelphia, PA 19101-1601

Oil Filter Service, Inc.
2636 Main Street
San Diego, CA 92113

Pacific Insulation Co.
2741 S. Yates Avenue
Los Angeles, CA 90040

Pacific Maritime Ind. Cor
1790 Dornuch Court
San Diego, CA 92154

Pacific Offshore Rigging
2805 Canon Street
San Diego, CA 92106

Packing & Seals, Inc.
2602-K Transportation Avenue
National City, CA 91950

Pacwest Marine & Industrial
2390 Shelter Island Dr., #110
San Diego, CA 92106

Paramount Scaffold Co., Inc.
997 G Street
Chula Vista, CA 91910

Peerless Materials Co.
P.O. Box 33228
Los Angeles, CA 90033

Pell Mell Supply, Inc.
402 West 35th Street
National City, CA 91950

Pepper Oil Company
2300 Tidelands Avenue
National City, CA 91950

Pitney Bowes
P.O. Box 856460
Louisville, KY 40285-6460

Pitney Bowes
Purchase Power
P.O. Box 371874
Pittsburgh, PA 15250-7874

Port of SD Ship Repair
Attn: David Bain
1625 Rigel Street
San Diego, CA 92113

Port Supply
Attn: Accounts Receivables
P.O. Box 50060
Watsonville, CA 95077-5060

Procopio Cory Hargreaves et al
525 "B" Street
San Diego, CA 92101

Prudential Overall Supply
740 F Street
Chula Vista, CA 91910

PYI, Inc.
12532 Beverly Park Road
Lynnwood, WA 98037

Quick USA, LLC
509 McCormic Drive
Glen Burnie, MD 21061

R W Little Company, Inc.
P.O. Box 13039
San Diego, CA 92170

Sailing Supply Boat Shop
Acct. 1238
2822 Canon Street
San Diego, CA 92106

San Diego Hydraulics, Inc.
1720 Cleveland Avenue
National City, CA 91950

San Diego Marine Exchange
2636 Shelter Island Drive
San Diego, CA 92106

San Diego Superyacht Assoc.
2071 Shelter Island Drive
CA 92016

SDPTA
2390 Shelter Island Dr., #210
San Diego, CA 92106

Shred Ex, Inc.
P.O. Box 1143
San Marcos, CA 92079

Siemens Industry, Inc.
Attn: Legal Dept.
181 Thorn Hill Road
Warrendale, PA 15086

Son-Zee, Inc.
337 WEST 35th Street, Ste. H
National City, CA 91950

South County Economic
Development Council
1111 Bay Blvd., Ste. "E"
Chula Vista, CA 91911

Staples
Dept. LA
P.O. Box 83689
Chicago, IL 60696-3689

Stockholder Pay-Def Comp
1811 Maple Glen Road
Sacramento, CA 95864

Stockholder Payable-M.O.
1811 Mapble Glen Road
Sacramento, CA 95864

Stockholder Payable-M.O.
1811 Maple Glen Road
Sacramento, CA 95864

Technoseal USA
2020 MW 20TJ St.
Fort Lauderdale, FL 33311

Telepacific Communication
P.O. Box 526015
Sacramento, CA 95852-6015

The Sherwin-Williams Co.
Accounts Receivable Dept.
2640 Main Street
San Diego, CA 92113-3613

TRP Magazine, Ltd.
Lansdowne House
3-7 Northcote Road
London, SW11 1NG

Truitt Machine & Fab., Inc.
4635 Blackfoot Avenue
San Diego, CA 92117

U.S. Superyacht Assoc.
Attn: David Reed
757 S.E. 17th St., #662
Fort Lauderdale, FL 33316

Uline
2200 S. Lakeside Drive
Waukegan, IL 60085

Unified Port of San Diego
3165 Pacific Highway
P.O. Box 120488
San Diego, CA 92112-0488

Union Electric Motor Service
2777 Newton Avenue
San Diego, CA 92113

Vessell Assist. Corp.
P.O. Box 6778
San Diego, CA 92166

Wayne Taylor Drain Service
8030 La Mesa Blvd., #330
La Mesa, CA 91942

Weber Plywood & Lumber
P.O. Box 1045
Tustin, CA 92781

Westair Gases & Equipment
P.O. Box 131902
San Diego, CA 92170-1902

Westflex Industrial
325 WEst 30th Street
National City, CA 91950

White Rock Advisors, LLC
301 S. Sherman Street, Ste 200
Richardson, TX 75081-4166

Willy's Electronic Supply
1636 D Avenue
National City, CA 91950

Wilmington Prop Service, Inc.
829 Watson Avenue
Wilmington, CA 90744

Winzer Corporation
P.O. Box 671482
Dallas, TX 75267-1482

Zee Medical, Inc.
P.O. Box 781525
Indianapolis, IN 46278-8525