

Mark J. Petrocchi
COLVIN & PETROCCHI, L.L.P.
801 Cherry Street, Unit 35
Suite 2485
Fort Worth, Texas 76102
Telephone: (817) 336-7883
Telecopy: (817) 338-9209

COUNSEL FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE: § CHAPTER 11 PROCEEDING
§
FFP OPERATING PARTNERS, LP § CASE NO. 03-90171-BJH-11
§
DEBTOR, § Hearing: September 29, 2004 @1:15 p.m.

AGENDA FOR HEARINGS ON SEPTEMBER 29, 2004 @1:15 p.m.

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP, the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on September 29, 2004 @1:15 p.m. as follows:

1. Matter: Application to Pay Severance to Long Term Employees

Docket Item No.: 925
Response deadline: September 20, 2004
Status of the matter: Going forward, contested. Draft Order attached.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #927].
2. The Official Committee of Unsecured Creditors' Objection to Application to Pay Severance to Long Term Employees [Docket Item #986].

3. Joinder in Support of the Committee's Objection to Debtor's Application to Pay Severance to Long Term Employees [Docket Item #988].
4. Witness and Exhibit List [Docket Item #995].

2. **Matter:** **Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #5200, 306 23rd Avenue, Canyon, Randall County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket Item No.: 926
Response deadline: September 20, 2004
Status of the Matter: Going forward. Unopposed. Draft Order attached.

Related Documents:

1. Supplemental Certificate of Service [Docket Item #928].
2. Notice of hearing filed by *Debtor* [Docket Item #963].
3. Witness and Exhibit List [Docket Item #995].

3. **Matter:** **Motion to Modify the Employment of Grant Thornton, LLP**

Docket Item No: 932
Response deadline: September 27, 2004
Status of the Matter: Going forward. No known opposition. See draft Order attached.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #933].
2. Witness and Exhibit List [Docket Item #995].

4. **Matter:** **Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #725, 894 North Texas Street, Emory, Rains County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. 363(f)**

Docket Item No.: 937
Response deadline: September 27, 2004
Status of the Matter: Going forward. No known opposition.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #938]
2. Witness and Exhibit List [Docket Item #995].

5. **Matter: Motion to Approve Abandonment and Sale of Property
(Associated Properties and Debtor)**

Docket Item No.: 993
Response deadline:
Status of the Matter:

Related Documents:

1. Motion for expedited hearing *filed by Associated Investment Group* [Docket Item #994]
2. Witness and Exhibit List *filed by Debtor* [Docket Item #995].
3. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #999]
4. Notice of hearing *filed by Associated Investment Group* [Docket Item #1000].

COLVIN & PETROCCHI, L.L.P.

By: /s/Mark Petrocchi
Mark J. Petrocchi
State Bar No. #15851750
801 Cherry Street, Suite 2485
Fort Worth, TX 76102
Telephone: (817) 336-7883
Telecopy: (817) 338-9209

**COUNSEL FOR FFP OPERATING
PARTNERS, LP**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 27th day of September, 2004 he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark Petrocchi
Mark Petrocchi

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:	§	CASE NO. 03-90171-BJH-11
	§	
FFP OPERATING PARTNERS, LP	§	CHAPTER 11
	§	
DEBTOR.	§:	
	§	

**ORDER GRANTING APPLICATION TO PAY SEVERANCE
TO LONG TERM EMPLOYEES**

CAME OF FOR CONSIDERATION that application styled Application to Pay Severance to Long Term Employees (the "Application") filed by FFP Operating Partners, LP and the court having considered the Application, the representations made, and the pleadings filed of record in connection with the Application, and the court after hearing and consideration of the Application was of the opinion that the relief should be granted. It is therefore,

ORDERED, that the Debtor be authorized to pay severance bonuses to a maximum of fifteen (15) long term employees for an amount not to exceed \$105,000.

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared By:
Mark J. Petrocchi
State Bar No. 15851750
Colvin & Petrocchi, L.L.P.
801 Cherry St., Ste. 2485, Unit #35
Fort Worth, TX 76102
(817) 336-7883
(817) 338-9209 Fax
service@colvinpetrocchi.com
ATTORNEYS FOR THE DEBTOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR
TO SELL EQUIPMENT LOCATED AT STORE #5200,
306 23RD AVENUE, CANYON, RANDALL COUNTY, TEXAS;
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Came on for consideration, the Motion for Order Authorizing Debtor to Sell Equipment Located at Store #5200, 306 23rd Avenue, Canyon, Randall County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) (“Motion”), and the court having received and considered the objections of the parties, by the announcements made in open court, the proffer of evidence and the argument of counsel, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment as follows:

FFP #: 5200

EQUIPMENT LIST

#	<u>Equipment Description</u>	<u>Model #</u>	<u>Serial #</u>
1	3½ Hot Deli Case		
1	9 Door Walk-In Cooler		
2	6,000 gallon UST's		
2	12,000 gallon UST's		
1	Canopy		

ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds. Provided however, the sale shall be subject to 2004 ad valorem taxes, if such taxes are not paid by the Debtor. It is further

ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order. It is further

ORDERED that the Debtor be and is hereby authorized and directed to pay any and all ad valorem taxes due at the time of the sale. The taxes for the year 2003 are estimated to be \$2,685.02 if paid by the end of September 2004. It is further

ORDERED that the Debtor shall place in a restricted account the proceeds of the sale of property, net of ad valorem taxes and rent due September 1, 2004, or later, from all unencumbered locations. It is further

ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks" after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to

pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order. It is further

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared by:
Mark J. Petrocchi
State Bar No. 15851750
COLVIN & PETROCCHI, L.L.P.
801 Cherry Street, Unit 35
Fort Worth, TX 76102
Telephone: (817) 336-7883
Fax: (817) 338-9209

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
Debtor.	§	Chapter 11

**ORDER PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE
MODIFIED EMPLOYMENT OF GRANT THORNTON, LLP AS
TAX ACCOUNTANTS FOR THE DEBTOR**

Came on for consideration the Motion to Modify the Employment of the firm of Grant Thornton, LLP as tax accountants and financial advisors for the Debtor pursuant to Sections 327(a) of the Bankruptcy Code (the "Application"). The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. §157. After reviewing the Application, the Court finds that the relief should be granted.

It is therefore ORDERED that the Motion is granted.

It is further ORDERED that the prior Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment of Grant Thornton, LLP as Tax Accountants for the Debtor [Docket Item #738] shall remain in full force and effect.

It is further ORDERED that the employment of Grant Thornton is authorized for the purpose of preparing an audit on the 401(k) Plans established in the name of FFP Marketing, Inc. for the benefit of employees for the Debtor.

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared by:

Mark J. Petrocchi

State Bar No.: 15851750

Colvin & Petrocchi, L.L.P.

801 Cherry St., Ste. 2485, Unit #35

Fort Worth, TX 76102

Phone: (817) 336-7883

Fax: (817) 338-9209

service@colvinpetrocchi.com

Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE: § CHAPTER 11 PROCEEDING
FFP OPERATING PARTNERS, LP § CASE NO. 03-90171-BJH-11
DEBTOR, §
§

**ORDER AUTHORIZING DEBTOR
TO SELL EQUIPMENT LOCATED AT STORE #725,
894 NORTH TEXAS STREET, EMORY, RAINS COUNTY, TEXAS;
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Came on for consideration, the Motion for Order Authorizing Debtor to Sell Equipment Located at Store #725, 894 North Texas Street, Emory, Rains County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) (“Motion”), and the court having received and considered the objections of the parties, by the announcements made in open court, the proffer of evidence and the argument of counsel, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment as follows:

**EQUIPMENT LIST
EQUIPMENT OWNED BY FFP**

FFP #: 725
894 NORTH TEXAS ST., EMORY, TX

#	Equipment Description	Model #	Serial #
2	Burle Camera Security		
1	Ice O Matic Ice Maker		
1	Warren 8-Door walk-in cooler		
2	12' Gondolas		
1	8' Gondola		
1	25' counter Blue		
1	25' Deli Counter		

30	GE Commercial Washers (11 don't work)		
15	Haebisch Ori Dryers (1 doesn't work)		
3	8,000 gallon Underground Storage Tanks		
3	Incon Probes		
1	TMS Console		
3	Tokheim Dual Pumps		
1	Canopy		

ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds. Provided however, the sale shall be subject to 2004 ad valorem taxes, if such taxes are not paid by the Debtor. It is further

ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order. It is further

ORDERED that the Debtor be and is hereby authorized and directed to pay any and all ad valorem taxes due at the time of the sale. The taxes for the year 2003 are estimated to be \$1,428.07 if paid by 9/30/04, and \$1,439.96 if paid by 10/31/04. It is further

ORDERED that the Debtor shall place in a restricted account the proceeds of the sale of property, net of ad valorem taxes and rent due September 1, 2004, or later, from all unencumbered locations. It is further

ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks

("Tanks" after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order. It is further

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared by:
Mark J. Petrocchi
State Bar No. 15851750
COLVIN & PETROCCHI, L.L.P.
801 Cherry Street, Unit 35
Fort Worth, TX 76102
Telephone: (817) 336-7883
Fax: (817) 338-9209

FFP Operating Partners, LP
20 Largest and NOA
Mailing Matrix

Aetna
James S. Wilson/National Collections
1425 Union Meeting Road
Blue Bell, PA 19422

Affiliated Food Inc
P O Box 2865
Amarillo TX 79105-9979

Big Red/7up Bottling S Tex
Todd Wilkes
P O Box 200243
San Antonio, TX. 78220-0243

Bob Bodoio
Bodoio Burnside Burge & Agnew PC
801 Cherry St., Ste. 3450, Unit #31
Fort Worth, TX 76102

Bob Byrnes
2801 Glenda Avenue
Fort Worth, TX 76117-4391

Bordens
P.O. Box 972431
Dallas, TX 75397-2431

Cabell Finch
GMAC Commercial Mortgage
5730 Glenridge Dr., Ste. 305
Atlanta, GA 30328

Cenex
Attn: Dan Oberstadt
Division of CHS Corporation
P.O. Box 64089
St. Paul, MN 55164-0089

Citgo Petroleum Corp
S. Jeffrey Bednar
P.O. Box 3758
Tulsa, OK 74102

Coca-Cola Enterprises, Inc.
William Kaye
31 Rose Lane
Rockaway, NY 11518

Conoco Branded
1330 Plaza Office Bldg
315 Johnstone
Bartlesville, OK 74004

Diamond Shamrock Branded
1 Valero Way
San Antonio, TX. 78249

Edith Stuart Phillips
Office of the Tex. Atty. General
Bankruptcy & Collections Division
P.O. Box 12548 MC-008
Austin, TX 78711-2548

Eric Terry
Haynes and Boone, LLP
112 East Pecan St. Ste. 1600
San Antonio, TX 78205

F. John Istre
Cowles & Thompson
901 Main Street, Suite 4000
Dallas, TX 75202-3707

Fina Hybrid
7616 LBJ Freeway
Suite 300
Dallas, TX 75251-1100

Mortgage Acceptance Co.
108 Corporate Park Dr.
Suite 301
White Plains, NY 10604

Frito Lay Inc
75 Remittance Dr Ste 1074
Chicago Il 60675-1074

Grocery Supply Company
Mary Ann Farmer
P.O. Box 638
Sulphur Springs, TX 75483

Paul M. Nussbaum
Brent C. Strickland
Whiteford, Taylor & Preston, LLP
Seven Saint Paul St., Suite 1400
Baltimore MD 21202

Grocery Supply Company
130 Hillcrest
Sulphur Springs TX 75482

Holland N. O'Neil
Jason N. Bramlett
Gardere Wynne Sewell LLP
1601 Elm St., Ste. 3000
Dallas, TX 75201

Internal Revenue Service, Spc. Pro. Svc.
Mail Code 5020-DAL
1100 Commerce St., Rm. 9B8
Dallas, TX 75242

J. Robert Forshey
Forshey & Prostok, L.L.P.
777 Main Street, Suite 1290
Fort Worth, TX 76102

Joe Leonardo
216 Meadow Bay Court
Lake Mary, FL 32746

Joe Sands
The Spectrum Capital Group
471 Hope Street
Bristol, Rhode Island 02809

Louisiana Coca-Cola
P O Box 932767
Atlanta, GA 31193-2767

Marathon Ashland
539 S. Main St.
Rm 1014m
Findlay, OH 45840

Mark Bronson
2801 Glenda Avenue
Fort Worth, TX 76117-4391

Mark Petrocchi
COLVIN & PETROCCHI, L.L.P.
801 Cherry Street, Ste. 2485, Unit # 35
Fort Worth, TX 76102

Mark Browning
Texas Attorney General's Office
Bankruptcy-Collections Division
P.O. Box 12548
Austin, TX 78711-2548

Michael Lederman
The Spectrum Capital Group
471 Hope Street
Bristol, RI 02809

Michael G. Smith
Randolph S. Meacham, P.C.
525 S. 30th
P.O. Box 1236
Clinton, OK 73601

Mr. Todd V. Jones
Associate General Counsel
GE Capital Franchise Finance Corp.
17207 N. Perimeter Dr.
Scottsdale, AZ 85255-5402

Pete Neutze
Neutze Properties Limited
2066 East Main Street
Uvalde, TX 78801

Premcor Refining Gp. Inc
8182 Maryland Ave.
St. Louis, Mo. 63105

R. Lee Barrett
Forshey & Prostok, L.L.P.
777 Main Street, Suite 1290
Fort Worth, TX 76102

Rice Wholesale Co., Inc.
Chad Pickel
196 Beacon Rd.
Po Box 323
Bristol, Va. 24203

Robert J. Clary
Owens, Clary & Aiken, LLP
700 North Pearl Street, Suite 1600
Dallas, TX 75201

Southwest Division Coca-cola
P O Box 848088
Dallas TX 75284-8088

Stephen C. Stapleton
Cowles & Thompson, PC
901 Main St., Suite 4000
Dallas, TX 75202-3793

Stephen M. Pezannosky
Haynes and Boone, LLP
201 Main Street, Suite 2200
Fort Worth, TX 76102-3126

Steve K. Rutherford
McLeroy, Litzler, Rutherford et al
P.O. Box 657
Sulphur Springs, TX 75483

Sysco Food (San Antonio)
P O Box 1981
San Antonio, TX 78297-1981

Sysco Food (Dallas)
P O Box 300014
Dallas, TX 75303-0014

Tim Cathy
AMC of America
600 E. Las Colinas, Suite 200
Irving, TX 75039

Franchise Mortgage Acceptance Co.
108 Corporate Park Dr.
Suite 301
White Plains, NY 10604

TXU Energy (660161)
P. O. Box 660161
Dallas, TX 75266-0161

Tonya Ramsey
2001 Ross Avenue
3700 Trammel Crow Center
Dallas, TX 75201-2975

TXU Energy Retail Company
Dan Carey or Teri Mace
1601 Bryan, 7th Floor
Dallas, TX 75201

United States Trustee
1100 Commerce Street, Room 9C60
Dallas, TX 75242

Wells Fargo Bank
Kingsville Main
601 S. 14th Street
Kingsville, TX 78363

Banco Popular, N.A.
John R. Jones
Delgado, Acosta, Braden & Jones, P.C.
221 N. Kansas Street, Suite 2000
El Paso, TX 79901

Tim Truman, Attorney
Hill Gilstrap, P.C.
6851 N.E. Loop 820, Suite 102
Fort Worth, TX 76180-6608

Jeremiah W. Nixon, Attorney General State of
Missouri, Gary Barnhart
Special Assistant Attorney General
Missouri Depart. Of Revenue
301 W. High Street, Room 670
Jefferson City, MO 65105-0475

William Wallander
Tonya Ramsey
VINSON & ELKINS, L.L.P.
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, TX 75201
Michael Warner

David Cohen and David Olencznk
WARNER, STEVENS & DOBY, LLP
1700 City Center Tower II
301 Commerce Street
Fort Worth, TX 76102

Michael Reed
McCREARY, VESELKA, BRAGG & ALLEN, P.C.
Appraisal District
P.O. Box 26990
Austin, TX 78755

Linebarger, Goggan, Blair & Sampson, LLP
Lori Robertson
1949 South I.H. 35
P.O. Box 17428
Austin, TX 78760

James W. Deatherage
Jim Deatherage & Assoc., P.C.
800 West Airport Freeway, Suite 518,
LB 6060
Irving, TX 75062

John P. Dillman
Linebarger Goggan Blair & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

Patrick J. Neligan, Jr.
NELIGAN, TARPLEY, ANDREWS &
FOLEY, LLP
1700 Pacific Ave. Suite 2600
Dallas, TX 75201

Sysco Food Services of San Antonio, LP
Curtis A. Enke (Alternate-Mike Castellon)
P.O. Box 18364
San Antonio, TX 78218

Linebarger, Goggan, Blair &
Sampson, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Gerold E. Washington
Legal Receivables Analyst
The Coca-Cola Company
P.O. Box 105037
Atlanta, GA 30348-5037

Stephen A. Youngman
Weil Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, TX 75201

Jeffrey R. Fine
Matthew J. Cleaves
Hughes & Luce, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

R-K-D Investments, Inc.
4940 Davis Blvd.
North Richland Hills, TX 76180

Russell W. Mills
Hiersche, Hayward, Drakeley & Urbach, P.C.
15303 Dallas Parkway, Suite 700
Addison, TX 75001

Abigail R. Nesbitt
Winthrop Resources Corp.
11100 Wayzata Blvd. Suite 800
Minnetonka, MN 55305

Garland ISD c/o Andrea Sheehan, Esq.
Law Offices of Robert E. Luna, P.C.
4411 N. Central Expressway
Dallas, TX 75205

Lee L. Cameron, Jr.
Wilson, Elser, Moskowitz, Edelman & Dicker
5000 Renaissance Tower
1201 Elm Street
Dallas, TX 75270

F. John Istre, III
COWLES & THOMPSON, PC
901 Main St., Suite 4000
Dallas, TX 75202-3793

Michael Reed
McCreary, Veselka, Braag & Allen, P.C.
P.O. Box 26990
Austin, TX 78755

Jeromy Hughes
Brown Sims, P.C.
Tenth Floor
1177 West Loop South
Houston, TX 77027-9007

American Express Travel Related Svcs
c/o Becket and Lee, LLP
Thomas A. Lee III
P.O. Box 3001
Malvern, PA 19355-0701

Ray Walker, Esq.
Walker & Long
7502 Greenville Ave.
#320
Dallas, TX 75231

Sheila Armstrong
Kirkpatrick & Lockhart LLP
2828 North Harwood, Suite 1800
Dallas, TX 75201

Matthew D. Anderson
John D. Rosentreter
GIBSON, HOTCHKISS, ROACH & DAVENPORT
807 8th St., 8th Floor
Wichita Falls, TX 76301-3368

Leo Villarreal
P.O. Box 1433
Kingsville, TX 78364-1433

Steve Weakley
DUNCAN, WEAKLEY & BRESSLER, INC.
1000 South Texas Building
603 Navarro Street
San Antonio, TX 78205

GMAC Commercial Mortgage Corp.
5730 Glenridge Drive
Suite 305
Atlanta, GA 30328
Attn: FMAC Portfolio Manager

Haltom City, City of Azle, Nolan County,
Sweetwater ISD, City of Sweetwater
c/o Elizabeth Banda
Perdue Brandon, Fielder, Collins & Mott LLP
P.O. Box 13430
Arlington, TX 76094-0430

David McCall, Esq.
Gay, McCall, Isaacks, Gordon & Roberts, P.C.
777 East 15th Street
Plano, TX 75074

Jeremiah W. Nixon
Shelley L. Forrest
Asst. Attorney General
P.O. Box 899
Jefferson City, MO 65102

RKD Investments, Inc.
P.O. Box 820692
Fort Worth, TX 76180

Stuart H. Simms
Law Offices of James L. Brister, P.L.L.C.
2117 Pat Booker Road, Suite A
Universal City, Texas 78148-3203

FFP Properties, L.P.
c/o Mr. Craig Scott, President
4204 N.E. 28th Street
Fort Worth, TX 76117

List of the agencies:
Texas Commission on Environmental Quality
Margaret Hoffman, Executive Director
P.O. Box 13087
Austin, TX 78711

Brooks Mitchell, Director
Petroleum Storage Tank Division
Oklahoma Corporation Commission
P.O. Box 52000
Oklahoma City, OK 73152

John Balkenbush
Hazardous Waste Program, Tanks Section
Missouri Department of Natural Resources
P.O. Box 176
Jefferson City, MO 65102-0176

James Shell, Chief
Regulated Storage Tanks Division
Arkansas Department of Environmental Quality
P.O. Box 8913
Little Rock, AR 72219-8913

Mississippi Department of Environmental
Quality, Office of Pollution Control
Underground Storage Tank Section
P.O. Box 10385
Jackson, MS 39289-0385

Jodi Miller
Office of Environmental Services
Permits Division-Registrations & Cert.
Louisiana Depart. Of Environ. Qual.
P.O. Box 4313
Baton Rouge, LA 70821-4313

Lori Terry, Manager
UST Branch
Kentucky Division of Waste Manage.
14 Reilly Road
Frankfort, KY 40601

Clint Willer, Acting Director
Div. Of Underground Storage Tanks
Tennessee Depart. Of Environ. And Conservation
501 Church Street
4th Floor, L&C Tower
Nashville, TX 37243-1541

Linebarger, Goggan, Blair & Sampson, LLP
1148 Park Street
Beaumont, TX 77701-3614

Michael Willey, Asst. Attorney General
Tennessee Department of Revenue
Bankruptcy Division
P.O. Box 20207
Nashville, TN 37202-0207

Insight Equity
c/o Scott Lambert
12625 Calloway Cemetery Road
Euleless, TX 76040

Direct Fuels
Warner Williams
12625 Calloway Cemetery Rd.
Euleless, TX 76040

Tab Beall
PERDUE, BRANDON, FIELDER, COLLINS
& MOTT, L.L.P.
P.O. Box 2007
Tyler, TX 75710-2007

Trace R. Blair
Haynes and Boone, L.L.P.
112 East Pecan Street
Suite 1600
San Antonio, TX 78205

Tina Patel
Patel & Associates, PLLC
100 North Central Expressway, Suite 900
Richardson, TX 75080

St. Clair Newbern, III
Law Offices of St. Clair Newbern, III, P.C.
1701 River Run Road, Suite 1000
Fort Worth, TX 76107

Steve Weakley
Duncan, Weakley & Bressler, Inc.
603 Navarro Street, Suite 1000
San Antonio, TX 78205-1845

Larry W. Langley
Akin Gump Strauss Hauer & Feld, LLP
300 West 6th Street
Suite 2100
Austin, TX 78701-2916

Thomas O. M. Stafford, Jr.
Attorney at Law
P.O. Box 1202
Alexandria, LA 71309-1202

Alexander Simon
Weil, Gotshal & Manges
767 Fifth Avenue
New York, NY 10153

ADT Security Services, Inc.
14200 East Exposition Avenue
Aurora, CO 80012

Thomas L. Webb
Attorney at Law
613 22nd Avenue
Meridian, Mississippi 39301

M. Ali Zakaria & Associates, PC
6161 Savoy Drive
Suite 1000
Houston, TX 77036

Valenti Hanley & Crooks, PLLC
Kevin P. Crooks
One Riverfront Plaza, Suite 1950
401 West Main Street
Louisville, KY 40202

G C Interests, L.C.
C/o Gus Eifler
4605 Post Oak Place, Suite 250
Houston, TX 77027

Carol Autry
Tax Assessor-Collector
P.O. Box 997
Canyon, TX 79015-0997