

United States Bankruptcy Court

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years
All Other Names used by the Joint Debtor in the last 8 years
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
Street Address of Debtor (No. and Street, City, and State):
Street Address of Joint Debtor (No. and Street, City, and State):
County of Residence or of the Principal Place of Business:
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):
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Nature of Business (Check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
Nature of Debts (Check one box.)
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and state type of entity below.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
Other:
Tax-Exempt Entity (Check box, if applicable.)
Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).
Chapter 7
Chapter 9
Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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."
Debts are primarily business debts.

Filing Fee (Check one box.)
Chapter 11 Debtors
Full Filing Fee attached.
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.
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:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
A plan is being filed with this petition.
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
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	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:	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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p><input checked="" type="checkbox"/> _____ 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 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.

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

<p>Voluntary Petition (This page must be completed and filed in every case.)</p>	<p>Name of Debtor(s):</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 _____ Signature of Attorney for Debtor(s)</p> <p>_____ Printed Name of Attorney for Debtor(s)</p> <p>_____ Firm Name</p> <p>_____ Address</p> <p>_____ Telephone Number</p> <p>_____ 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 _____</p> <p>_____ 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><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;">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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>_____ Printed Name of Authorized Individual</p> <p>_____ Title of Authorized Individual</p> <p>_____ Date</p>	

SOUTH BAY EXPRESSWAY, L.P.

**UNANIMOUS WRITTEN CONSENT
OF THE GENERAL PARTNER**

The undersigned, being the general partner (the "General Partner") of South Bay Expressway, L.P. (the "Company") does hereby adopt by written consent the following resolutions and hereby waives any required notice in connection herewith and directs that a copy hereof be filed with the minutes of the proceedings of the General Partner.

WHEREAS, the General Partner reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the General Partner has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the General Partner, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is

RESOLVED FURTHER, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses; and it is

II. Retention of Professionals.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any

and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Imperial Capital LLC, as financial advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Imperial Capital LLC; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions LLC, as notice, claims, and balloting agent and assist the Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions LLC; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers LLP, as tax advisor and auditor of the Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of PricewaterhouseCoopers LLP, and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under

the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is

III. Cash Collateral Agreement.

NOW, THEREFORE, BE IT RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Company's chapter 11 case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it is

IV. Further Actions and Prior Actions.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and empowered, with power of delegation, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is

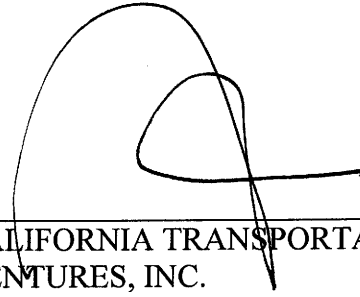
RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

* * * * *

[Signature Page Follows]

IN WITNESS WHEREOF, this Consent has been executed by the general partner on the date indicated below.

Dated: March 21, 2010

A handwritten signature in black ink, consisting of a large, sweeping arch followed by a smaller loop and a horizontal stroke extending to the right.

CALIFORNIA TRANSPORTATION
VENTURES, INC.

By: Greg Hulsizer
Its: Chief Executive Officer

1 R. Alexander Pilmer (CA 166196)
KIRKLAND & ELLIS LLP
 2 333 South Hope Street
 Los Angeles, California 90071
 3 Telephone: (213) 680-8400
 Facsimile: (213) 680-8500

4 James H.M. Sprayregen, P.C. (*pro hac vice* pending)
 5 Marc Kieselstein, P.C. (*pro hac vice* pending)
 Chad J. Husnick (*pro hac vice* pending)
 6 Meredith L. Shafe (*pro hac vice* pending)

KIRKLAND & ELLIS LLP
 7 300 North LaSalle
 Chicago, Illinois 60654
 8 Telephone: (312) 862-2000
 Facsimile: (312) 862-2200

9 Proposed Attorneys for the Debtors
 10 and Debtors in Possession

11 **UNITED STATES BANKRUPTCY COURT**
 SOUTHERN DISTRICT OF CALIFORNIA
 12 325 West "F" Street, San Diego, California 92101-6991

13 In re:
 14 SOUTH BAY EXPRESSWAY, L.P.,
 15 Debtors.

BANKRUPTCY NO. 10-XXXXX (___)

Date of Hearing:
 Time of Hearing
 Name of Judge:

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

17 The above-captioned debtor (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the
 18 United States Code. The following is the consolidated list of the Debtor's creditors holding the 20 largest unsecured
 19 claims (the "Creditor List") based on the Debtor's books and records as of approximately March 21, 2010. The Creditor
 20 List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the chapter
 21 11 cases. The Creditor List does not include (1) persons who come within the definition of "insider" set forth in 11
 22 U.S.C. § 101(31) 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 on a consolidated basis. None of these creditors are
 23 minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding
 24 on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated,
 25 or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority, or amount of any claim.
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	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM* (if secured, also state value of security)
1.	Otay River Constructors P.O. Box 210610 Chula Vista, CA 91921 Attn: Kevin Haney PH: (619) 397-7500 FX: (619) 397-7501	Trade	Contingent Unliquidated Disputed	\$408,000,000.00*
2.	InTranS Group, Inc 55 Cherry Lane Carle Place, NY 11514 Attn: Eric Boulard PH: (516) 484-3333 FX: (516) 484-5161	Trade	Contingent Unliquidated Disputed	\$9,000,000.00*
3.	Zurich North America 8734 Paysphere Circle Chicago, IL 60674 PH: (847) 605-6786 FX: (818) 500-4761	Insurance	Contingent Unliquidated Disputed	\$1,000,000.00*
4.	Caltrans Inc P.O. Box 168019 Sacramento, CA 95816 Attn: Jean XU PH: (916) 227-8976 FX: (916) 227-8789	Contract	Unliquidated Disputed	\$394,734.00*
5.	Hazard Construction Company 6465 Marindustry Place San Diego, CA 92121-2536 Attn: Tom Shaddox PH: (858) 587-3600	Trade	Unliquidated	\$265,000.00*
6.	AT&T 1650 Hotel Circle North, Suite 100 San Diego, CA 92108 PH: (800) 288-2020	Trade	Unliquidated Disputed	\$147,074.00*
7.	Lexington Insurance Company 2040 Main Street, #500 Irvine, CA 92614 Attn: Keith Butler	Insurance	Contingent Unliquidated Disputed	\$100,000.00*

* The Debtors have estimated this amount based upon the goods or services provided because they have not been invoiced by the creditor for the amounts owed.

1	8.	Department of California Highway Patrol P.O. Box 942900 Sacramento, CA 94298-2900 PH: (916) 375-2780	Contract	Contingent Unliquidated	\$90,000.00*
2					
3					
4	9.	Resolution Management Consultants, Inc 1111 Exposition Boulevard, Suite 602 Sacramento, CA 95815 Attn: Scott Jones PH: (916) 922-2000 FX: (916) 922-2020	Trade	Disputed	\$80,483.00
5					
6					
7	10.	EDAW 150 Chestnut Street San Francisco, CA 94111 Attn: Diana Romero PH: (619) 233-1454 FX: (619) 233-0952	Professional Services	Contingent Unliquidated	\$80,000.00*
8					
9					
10	11.	Cox Communications 5159 Federal Boulevard San Diego, CA 92105 PH: (619) 262-1122	Trade	N/A	\$3,427.00
11					
12					
13	12.	Portillo Concrete Inc. 3528 Harris Lemon Grove, CA 91945 Attn: Mario Portillo PH: (619) 466-4639 FX: (619) 466-4685	Trade	Contingent Unliquidated Disputed	\$50,000.00*
14					
15					
16	13.	San Diego Gas & Electric 436 H Street Chula Vista, CA 91910 PH: (800) 411-7343	Trade	Contingent Unliquidated	\$25,846.00*
17					
18					
19	14.	Milbank Tweed Hadley & McCloy 1 Chase Manhattan Plaza New York, NY 10005-1413 Attn: Allan Marks PH: (212) 530-5000 FX: (212) 530-5219	Professional Services	Unliquidated	\$10,000.00*
20					
21					
22	15.	EMC Corporation 2201 Dupont Drive Suite 500 Irvine, CA 92612 PH: (508) 293-6411 FX: (508) 293-7858	Trade	Unliquidated Disputed	\$10,000.00*
23					
24					
25	16.	Berggren Land Surveying & Mapping 6046 Cornerstone Ct. West, Suite 116 San Diego, CA 92121 Attn: John Berggren PH: (858) 824-0034 FX: (858) 824-0036	Trade	Unliquidated	\$10,000.00*
26					
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1	17.	Otay Water District 2554 Sweetwater Springs Boulevard Spring Valley, CA 91978 PH: (619) 670-2777	Trade	Contingent Unliquidated	\$6,433.00*
2					
3					
4	18.	Rick Engineering Company 5620 Friars Road San Diego, CA 92110 PH: (619) 291-4165	Trade	Unliquidated	\$5,000.00*
5					
6					
7	19.	Project Design Consultants 701 B Street, Suite 800 San Diego, CA 92101 Attn: Virginia Partridge PH: (619) 235-6471 FX: (619) 234-0349	Trade	Unliquidated	\$5,000.00*
8					
9					
10	20.	Leighton Consulting Inc 3934 Murphy Canyon Road Suite B205 San Diego, CA 92123 Attn: Sean Colorado PH: (949) 250-1421 FX: (949) 253-9750	Trade	Unliquidated	\$5,000.00*
11					
12					
13					

[Remainder of Page Intentionally Left Blank]

DECLARATION UNDER PENALTY OF PERJURY

I declare under penalty of perjury that I have read the foregoing list of creditors holding the 20 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: March 22, 2010

/s/ Anthony G. Evans

Anthony G. Evans
Chief Financial Officer

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11 **UNITED STATES BANKRUPTCY COURT**
 SOUTHERN DISTRICT OF CALIFORNIA
 12 325 West "F" Street, San Diego, California 92101-6991

13 In re:
 SOUTH BAY EXPRESSWAY, L.P.,
 14 Debtor.

BANKRUPTCY NO. 10-XXXXX (___)
 Date of Hearing:
 Time of Hearing
 Name of Judge:

16 **LIST OF EQUITY SECURITY HOLDERS PURSUANT TO**
 17 **FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(3)**

Equity Holder	Address of Equity Holder	Percentage of Equity Held
California Transportation Ventures, Inc.	1129 La Media Road San Diego, California 92154	General Partner <1%
Macquarie 125 Holdings, Inc.	Level 11, 1 Martin Place Sydney NSW 2000 Australia	Limited Partner 50%
MIP International SR125 Holdings LLC	125 West 55th Street, 22nd Floor New York, New York 10019	Limited Partner 23%
MIP U.S. SR125 Holdings LLC	125 West 55th Street, 22nd Floor New York, New York 10019	Limited Partner 22%
MIP Canada SR125 Holdings LLC	125 West 55th Street, 22nd Floor New York, New York 10019	Limited Partner 5%

24 **DECLARATION UNDER PENALTY OF PERJURY**

25 I declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true
 26 and correct to the best of my information and belief.

27 Dated: March 22, 2010

/s/ Anthony G. Evans
 Anthony G. Evans
 Chief Financial Officer

1 R. Alexander Pilmer (CA 166196)
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11 **UNITED STATES BANKRUPTCY COURT**
 SOUTHERN DISTRICT OF CALIFORNIA
 12 325 West "F" Street, San Diego, California 92101-6991

13 In re:
 14 SOUTH BAY EXPRESSWAY, L.P.,
 15 Debtor.

BANKRUPTCY NO. 10-XXXXX (___)
 Date of Hearing:
 Time of Hearing
 Name of Judge:

16 **CORPORATE OWNERSHIP STATEMENT**

17 Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the following are a corporations,
 18 other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Corporate Entity	Percentage of Equity Interests Held
Macquarie 125 Holdings, inc.	50%
MIP U.S. SR125 Holdings LLC	23%
MIP International SR125 Holdings LLC	22%

23 **DECLARATION UNDER PENALTY OF PERJURY**

24 I declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true
 25 and correct to the best of my information and belief.

26 Dated: March 22, 2010

27 /s/ Anthony G. Evans
 Anthony G. Evans
 28 Chief Financial Officer