

BE (Official Form 1)(4/10)

| United States Bankruptcy Court Central District of California | | Voluntary Petition |
|--|---|---|
| Name of Debtor (if individual, enter Last, First, Middle): Shilo Inn, Pomona Hilltop, LLC | | 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) 93-1110975 | | 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): 3101 Temple Avenue Pomona, CA <div style="text-align: right;">ZIP Code 91768</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: Los Angeles | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): 11600 SW Shilo Lane Portland, OR <div style="text-align: right;">ZIP Code 97225-5995</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 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. |
| 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 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 | | |

| | | | |
|--|---|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Shilo Inn, Pomona Hilltop, LLC | |
| 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: See Attachment | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| Exhibit A (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> 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 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)). | | | |

Voluntary Petition

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

Name of Debtor(s):
Shilo Inn, Pomona Hilltop, LLC

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(h).

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)

David B. Golubchik 185520
Printed Name of Attorney for Debtor(s)

Levene, Neale, Bender, Yoo & Brill LLP
Firm Name
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067

Address

(310) 229-1234
Telephone Number

April 14, 2011 **185520**
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

Christopher Campbell
Printed Name of Authorized Individual

Authorized Agent
Title of Authorized Individual

April 14, 2011
Date

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.

In re Shilo Inn, Pomona Hilltop, LLC

Case No. _____

Debtor

Form 1. Voluntary Petition
Pending Bankruptcy Cases Filed Attachment

| <u>Name of Debtor / District</u> | <u>Case No. / Relationship</u> | <u>Date Filed / Judge</u> |
|--|--------------------------------|---------------------------|
| Shilo Inn Killeen, LLC Central District of California | 10-62057 common ownership | 12/06/10 Zurzolo |
| Shilo Inn, Diamond Bar, LLC Central District of California | 10-60884 common ownership | 11/29/10 Zurzolo |
| Shilo Inn, Palm Springs, LLC Central District of California | 11-22229 Common ownership | 04/13/11 Jury |

SHILO INN, POMONA HILLTOP, LLC

WRITTEN CONSENT OF MEMBERS AND MANAGER

Pursuant to ORS 63.130(5), which authorizes the taking of action by members or managers by unanimous written consent without a meeting, the undersigned, being all of the members and the manager of Shilo Inn, Pomona Hilltop, LLC, an Oregon limited liability company, authorized to do business in California (the "Company"), hereby adopt the following resolutions:

WHEREAS, the Company owns real property and improvements known as the Shilo Inn, Pomona Hilltop, located as 3101 Temple Avenue, Pomona, CA, California (the "Hotel"); and

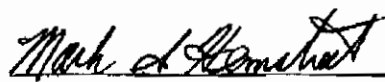
NOW THEREFORE, BE IT HEREBY RESOLVED, that Mark S. Hemstreet ("Hemstreet"), Christopher Campbell ("Campbell") and John Wesley Raborn ("Raborn" and collectively with Hemstreet and Campbell, the "Officers") are hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and in the best interests of the Company, its creditors, and other interested parties, that the Company file a Petition under the provisions of Chapter 11 of Title 11, United States Code;

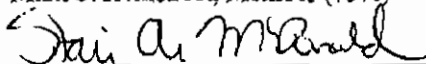
FURTHER RESOLVED, that the Officers, either jointly or individually, are hereby authorized and directed on behalf of and in the name of the Company to execute a Chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a Chapter 11 bankruptcy case;

FURTHER RESOLVED, that the Officers, either jointly or individually, are hereby authorized and directed on behalf of and in the name of the Company to execute and file and to cause counsel for the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings in connection with the Company's bankruptcy case, and to take any and all action which the Officers deem necessary and proper in connection with the Company's bankruptcy case without further approval of the board; and

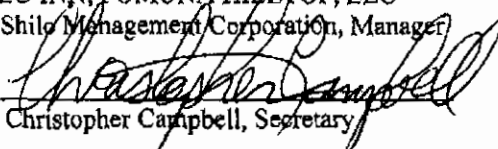
FURTHER RESOLVED that the Company hereby retains the law offices of Levene, Neale, Bender, Yoo & Brill L.L.P. as bankruptcy counsel for the Company for purposes of, among other things, representing the Company in its Chapter 11 case.

DATED effective this 13th day of April, 2011.



Mark S. Hemstreet, Member (75%)


Staci A. McDonald, Member (25%)

SHILO INN, POMONA HILLTOP, LLC
By: Shilo Management Corporation, Manager
By: 

Christopher Campbell, Secretary

B4 (Official Form 4) (12/07)

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

In re Shilo Inn, Pomona Hilltop, LLC

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) <i>Name of creditor and complete mailing address including zip code</i> | (2) <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> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| THYSSENKRUPP ELEVATOR CORP A/R PO BOX 933004 ATLANTA, GA 31193-3004 | A/R THYSSENKRUPP ELEVATOR CORP PO BOX 933004 ATLANTA, GA 31193-3004 714-939-0888 | | | 8,915.18 |
| American Automobile Assoc 1000 AAA Drive Heathrow, FL 32746-5063 | American Automobile Assoc 1000 AAA Drive Heathrow, FL 32746-5063 800-866-5222 | | | 6,880.32 |
| ERNEST PACKAGING SOLUTIONS A/R 14134 NE AIRPORT WAY PORTLAND, OR 97230 | A/R ERNEST PACKAGING SOLUTIONS 14134 NE AIRPORT WAY PORTLAND, OR 97230 503-261-4000 | | | 3,519.16 |
| AT-YOUR-SERVICE HOSPITALITY INC ORIN ABRAMS 751 S WEIR CANYON RD ANAHEIM HILLS, CA 92808-1800 | ORIN ABRAMS AT-YOUR-SERVICE HOSPITALITY INC 751 S WEIR CANYON RD ANAHEIM HILLS, CA 92808-1800 909-594-3575 | | | 3,510.35 |
| WORLD CINEMA INC A/R 9801 WESTHEIMER #409 HOUSTON, TX 77042-3953 | A/R WORLD CINEMA INC 9801 WESTHEIMER #409 HOUSTON, TX 77042-3953 713-266-2686 | | | 2,060.12 |
| SUNSHINE GROWERS NURSERY INC ATTN: BARBARA 13130 MILLIKEN AVE ONTARIO, CA 91761 | ATTN: BARBARA SUNSHINE GROWERS NURSERY INC 13130 MILLIKEN AVE ONTARIO, CA 91761 909-923-7277 | | | 1,691.84 |
| D'KAM ROOFING A/R 827 W CITRON ST CORONA, CA 92882 | A/R D'KAM ROOFING 827 W CITRON ST CORONA, CA 92882 714-641-1440 | | | 1,500.00 |

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

In re Shilo Inn, Pomona Hilltop, LLC

Case No. _____

Debtor(s)

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

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <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> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|---|---|--|---|--|
| TW Telecom PO Box 172567 Denver, CO 80217-2567 | TW Telecom PO Box 172567 Denver, CO 80217-2567 888-333-0520 | | | 1,405.46 |
| REFRIGERATION CONTROL A/R 2223 MONROE ST RIVERSIDE, CA 92504 | A/R REFRIGERATION CONTROL 2223 MONROE ST RIVERSIDE, CA 92504 951-354-5500 | | | 1,394.94 |
| PACIFIC OFFICE AUTOMATION A/R 14747 NW GREENBRIER PKWY BEAVERTON, OR 97006 | A/R PACIFIC OFFICE AUTOMATION 14747 NW GREENBRIER PKWY BEAVERTON, OR 97006 503-601-2277 | | | 878.00 |
| VERIZON NORTHWEST A/R PO BOX 9688 MISSION HILLS, CA 91346-9688 | A/R VERIZON NORTHWEST PO BOX 9688 MISSION HILLS, CA 91346-9688 800-606-8855 | | | 554.12 |
| THE IRWIN-HODSON COMPANY A/R 2838 SE 9TH AVENUE PORTLAND, OR 97202-2509 | A/R THE IRWIN-HODSON COMPANY 2838 SE 9TH AVENUE PORTLAND, OR 97202-2509 503-231-9990 | | | 537.15 |
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B4 (Official Form 4) (12/07) - Cont.

In re Shilo Inn, Pomona Hilltop, LLC

Case No. _____

Debtor(s)

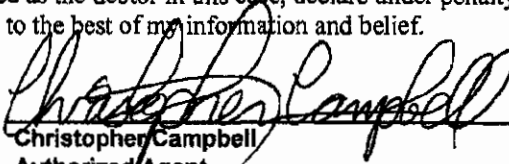
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the Authorized Agent 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 April 14, 2011

Signature



Christopher Campbell
Authorized Agent

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.

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

In re Shilo Inn, Pomona Hilltop, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

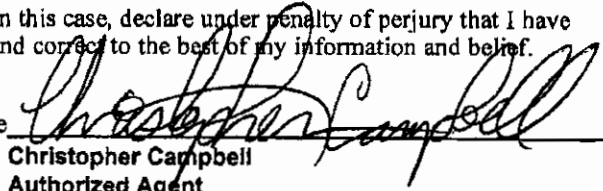
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|--------------------------------|-------------------------|---------------------|
| Mark S. Hemstreet 11600 SW Shilo Lane Portland, OR 97225-5995 | Membership interest | 75% | |
| Staci A. McDonald 11600 SW Shilo Lane Portland, OR 97225-5995 | Membership interest | 25% | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Agent of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 14, 2011

Signature 
Christopher Campbell
Authorized Agent

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.

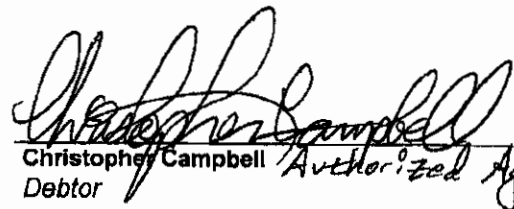
STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
In re Shilo Inn, Diamond Bar, LLC, Case No. 2:10-bk-60884-VZ
In re Shilo Inn, Killeen, LLC, Case No. 2:10-bk-62057-VZ
In re Shilo Inn, Diamond Bar, LLC, Case No. 6:11-bk-22229-MJ
2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
None.
3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
None.
4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
None.

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Portland, Oregon, California.

Dated April 14, 2011


Christopher Campbell
Debtor *Authorized Agent*

Joint Debtor

| | |
|---|--|
| Party Name, Address and Telephone Number (CA State Bar No. if Applicable) David B. Golubchik 10250 Constellation Blvd. Sulte 1700 Los Angeles, CA 90067 (310) 229-1234 CA State Bar Number: 185520 | FOR COURT USE ONLY |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA | |
| In re: Shilo Inn, Pomona Hilltop, LLC Debtor. | CHAPTER 11 CASE NUMBER (No Hearing Required) |

VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-02)

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):
11600 SW Shilo Lane, Portland, OR 97225-5995
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
11600 SW Shilo Lane, Portland, OR 97225-5995
3. Disclose the current business address(es) for all corporate officers:
11600 SW Shilo Lane, Portland, OR 97225-5995
4. Disclose the current business address(es) where the Debtor's books and records are located:
11600 SW Shilo Lane, Portland, OR 97225-5995
5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:
3101 Temple Avenue, Pomona, CA 91768-3241
6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):
N/A
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify): **Christopher Campbell, 11600 SW Shilo Lane, Portland, OR 97225-5995**
8. Total number of attached pages of supporting documentation: 0

Venue Disclosure Form for Corporations Filing Chapter 11 - Page 2

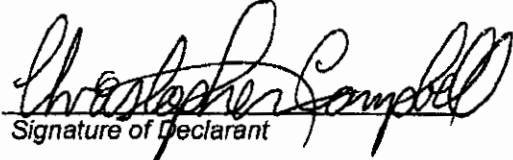
VEN-C

| | |
|---|---------------------------|
| In re Shilo Inn, Pomona Hilltop, LLC Debtor. | CHAPTER 11 CASE NUMBER |
|---|---------------------------|

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on April 14, 2011, at Portland, Oregon, California.

Christopher Campbell
Type Name of Officer


Signature of Declarant

Authorized Agent
Position or Title of Officer

| | |
|--|--|
| Attorney or Party Name, Address, Telephone & FAX Number, and California State Bar Number David B. Golubchik 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 California State Bar Number: 185520 Attorney for Debtor | FOR COURT USE ONLY |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA | |
| In re: Shilo Inn, Pomona Hilltop, LLC Debtor(s), Plaintiff(s), Defendant(s). | CASE NO.: ADV. NO.: CHAPTER: 11 |

**Corporate Ownership Statement Pursuant to
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

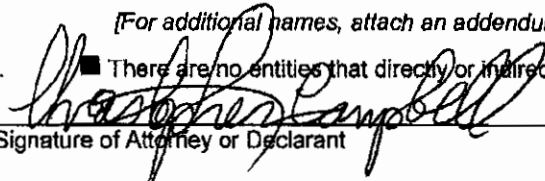
Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, David B. Golubchik 185520, the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
- I am the president or other officer or an authorized agent of the debtor corporation
 - I am a party to an adversary proceeding
 - I am a party to a contested matter
 - I am the attorney for the debtor corporation
- 2.a. The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
[For additional names, attach an addendum to this form.]
- b. There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.


 Signature of Attorney or Declarant
David B. Golubchik 185520
 Printed Name of Attorney or Declarant

April 14, 2011
 Date

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

| | |
|---|---------------------------------------|
| Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number David B. Golubchik Levene, Neale, Bender, Yoo & Brill LLP 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 185520 <input checked="" type="checkbox"/> Attorney for. <i>Debtor</i> | FOR COURT USE ONLY |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA | |
| In re: Shilo Inn, Pomona Hilltop, LLC Debtor(s). | CASE NO.: CHAPTER: 11 ADV. NO.: |

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

| | | |
|-------------------------------------|--|-------------------|
| <input checked="" type="checkbox"/> | Petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input type="checkbox"/> | Amendments to the petition, statement of affairs, schedules or lists | Date Filed: _____ |
| <input type="checkbox"/> | Other: _____ | Date Filed: _____ |

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

Christopher Campbell

 Signature of Authorized Signatory of Filing Party

April 14, 2011

 Date

Christopher Campbell

 Printed Name of Authorized Signatory of Filing Party

Authorized Agent

 Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.

David B. Golubchik

 Signature of Attorney for Filing Party

April 14, 2011

 Date

David B. Golubchik 185520

 Printed Name of Attorney for Filing Party

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

Verification of Creditor Mailing List - (Rev. 10/05)

2005 USBC, Central District of California

MASTER MAILING LIST
Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name David B. Golubchik 185520

Address 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067

Telephone (310) 229-1234

- Attorney for Debtor(s)
- Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

List all names including trade names used by Debtor(s) within last 8 years:
Shilo Inn, Pomona Hilltop, LLC

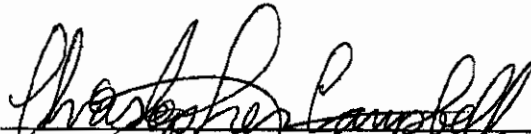
Case No.:

Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST


The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 3 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and i/we assume all responsibility for errors and omissions.

Date: April 14, 2011



Christopher Campbell/Authorized Agent
Signer/Title

Date: April 14, 2011



Signature of Attorney
David B. Golubchik 185520
Levene, Neale, Bender, Yoo & Brill LLP
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067
(310) 229-1234

Shilo Inn, Pomona Hilltop, LLC
11600 SW Shilo Lane
Portland, OR 97225-5995

David B. Golubchik
Levene, Neale, Bender, Yoo & Brill LLP
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067

U.S. Trustee
Ernst & Young Plaza
725 S. Figueroa Street, 26th Floor
Los Angeles, CA 90017

American Automobile Assoc
1000 AAA Drive
Heathrow, FL 32746-5063

AT-YOUR-SERVICE HOSPITALITY INC
ORIN ABRAMS
751 S WEIR CANYON RD
ANAHEIM HILLS, CA 92808-1800

D'KAM ROOFING
A/R
827 W CITRON ST
CORONA, CA 92882

ERNEST PACKAGING SOLUTIONS
A/R
14134 NE AIRPORT WAY
PORTLAND, OR 97230

Los Angeles County Tax Collector
P.O. Box 54018
Los Angeles, CA 90054-0018

One West Bank
Attn: Martha Shelley
2450 Broadway, 5th Fl.
Santa Monica, CA 90404

PACIFIC OFFICE AUTOMATION
A/R
14747 NW GREENBRIER PKWY
BEAVERTON, OR 97006

Prism Hotel & Resorts
14800 Landmark Blvd.
Suite 800
Dallas, TX 75254

REFRIGERATION CONTROL
A/R
2223 MONROE ST
RIVERSIDE, CA 92504

Shilo Franchise
11600 SW Shilo Lane
Portland, OR 97225

Shilo Inn Boise Riverside
11600 SW Shilo Lane
Portland, OR 97225

Shilo Inn Yuma
11600 SW Shilo Lane
Portland, OR 97225

Shilo Management Corp
11600 SW Shilo Lane
Portland, OR 97225

SUNSHINE GROWERS NURSERY INC
ATTN: BARBARA
13130 MILLIKEN AVE
ONTARIO, CA 91761

THE IRWIN-HODSON COMPANY
A/R
2838 SE 9TH AVENUE
PORTLAND, OR 97202-2509

THYSSENKRUPP ELEVATOR CORP
A/R
PO BOX 933004
ATLANTA, GA 31193-3004

TW Telecom
PO Box 172567
Denver, CO 80217-2567

VERIZON NORTHWEST
A/R
PO BOX 9688
MISSION HILLS, CA 91346-9688

WORLD CINEMA INC
A/R
9801 WESTHEIMER #409
HOUSTON, TX 77042-3953