

UNITED STATES BANKRUPTCY COURT
 Main Document Page 1 of 63
 Central District of California VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Inland Machinery, Inc., a California corporation	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)/Complete EIN (if more than one, state all): 34-2033928	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 5230 Wilson Street Riverside, CA <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 92509</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Riverside	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
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>	Main Document Page 2 of 63 Name of Debtor: Inland Machinery, Inc., a California corporation
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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: See Attachment.	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>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue
(Check any applicable box.)

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

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

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

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included 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)).

Voluntary Petition **Main Document** Page 3 of 63
 (This page must be completed and filed in every case.) Name of Debtor: Inland Machinery, Inc., a California corporation

Signatures

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

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

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

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (if not represented by attorney)

 Date

Signature of 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 Attorney*

X /s/ James C. Bastian, Jr.
 Signature of Attorney for Debtor(s)
James C. Bastian, Jr. - Bar No. 175415
 Printed Name of Attorney for Debtor(s)
Shulman Hodges & Bastian LLP
 Firm Name

8105 Irvine Center Drive, Suite 600
Irvine, CA 92618
 Address
(949) 340-3400
 Telephone Number
10/18/2013
 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 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.)

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

X /s/ Alan Regotti
 Signature of Authorized Individual
Alan Regotti
 Printed Name of Authorized Individual
Secretary
 Title of Authorized Individual
10/18/2013
 Date

 Address

X _____
 Signature

 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.

Attachment to Petition: Pending Bankruptcy Cases Filed by Affiliate of this Debtor:

Chapter 11 Case of In re ASR Constructors, Inc., a California corporation
United States Bankruptcy Court, Central District of California, Riverside Division
Case No. 6:13-bk-25794-MH
Petition Date: September 20, 2013
Relationship to the Debtor: Common Owners
Judge: Honorable Mark Houle

Chapter 11 case of In re Another Meridian Company, LLC, a California limited liability company
Case is being filed concurrent herewith in the Central District of California, Riverside Division
Case number and judge to be determined
Relationship to the Debtor: Common Owners

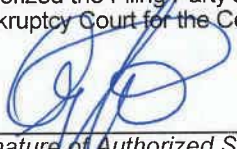
Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number James C. Bastian, Jr. - Bar No. 175415 Shulman Hodges & Bastian LLP 8105 Irvine Center Drive, Suite 600, Irvine, CA 92618 Tel: 949-340-3400; Fax: 949-340-3000 <input checked="" type="checkbox"/> <i>Attorney for: Debtor</i>	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re:- INLAND MACHINERY, INC., a California corporaiton 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: 10/23/2013 |
| <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.



Signature of Authorized Signatory of Filing Party

10/23/2013

Date

Alan Regotti

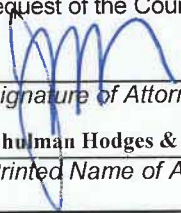
Printed Name of Authorized Signatory of Filing Party

Secretary

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.



Signature of Attorney for Filing Party

10/23/2013

Date

Shulman Hodges & Bastian LLP: James C. Bastian, Jr.

Printed Name of Attorney for Filing Party

EXHIBIT "A"

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No. Chapter 11
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Exhibit "A" to Voluntary Petition – Not Applicable to Debtor's Case

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____
2. The following financial data is the latest available information and refers to the debtor's condition on _____

a.	Total assets	\$		
b.	Total debts (including debts listed in 2.c., below)	\$		
c.	Debt securities held by more than 500 holders.			Approximate Number of Holders
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$		
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$		
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$		
	<input type="checkbox"/> secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated	\$		
d.	Number of shares of preferred stock			
e.	Number of shares common stock			

Comments, if any:

3. Brief description of debtor's business:

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

EXHIBIT "C"

[If, to the best of the Debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit C to the petition]

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No. Chapter 11
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Exhibit "C" to Voluntary Petition – Not Applicable to Debtor's Case

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Inland Machinery, Inc.,
a California Corporation

CORPORATE RESOLUTION

This is to certify that at a meeting of the Board of Directors of **Inland Machinery, Inc.**, held on **October 18, 2013**, the following resolution was duly adopted:

WHEREAS, this Corporation is unable to pay its debts as said debts mature;

NOW, THEREFORE, BE IT RESOLVED, that the officers of this Corporation be, and they hereby are authorized and directed on behalf of this Corporation to prepare, file and execute the Corporation's Petition for Bankruptcy provided in **Chapter 11** of the Bankruptcy Code and all of the necessary papers in connection therewith, in the United States Bankruptcy Court, Central District of California, Riverside Division, and further to such end, to do any other acts, execute all necessary documents, and take any other steps in the name and in behalf of the Corporation necessary or appropriate to obtaining such relief; and the officers are further authorized to retain as counsel for the Corporation in said proceeding, the law firm of Shulman Hodges & Bastian LLP.

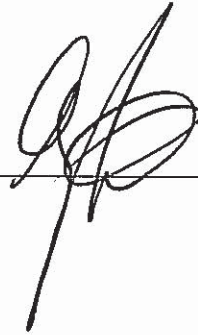
SAID RESOLUTION is still in full force and effect.

Dated: **October 18, 2013**

INLAND MACHINERY, INC.,
a California corporation

/s/ Alan Regotti

By: Alan Regotti, Secretary

A handwritten signature in black ink, appearing to be 'AR', is written over a horizontal line. The signature is stylized and cursive.

Attorney or Party Name, Address, Telephone & FAX Number, California Court Case Number, Debtor Case Number James C. Bastian, Jr. - Bar No. 175415 SHULMAN HODGES & BASTIAN LLP 8105 Irvine Center Drive, Suite 600 Irvine, California 92618 Telephone: (949) 340-3400; Facsimile: (949) 340-3000 <input checked="" type="checkbox"/> Attorney for: Debtor and Debtor in Possession	COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: INLAND MACHINERY, a California corporation Debtor(s), Plaintiff(s), Defendant(s).	CASE NO.: ADV. NO.: CHAPTER: 11

**Corporate Ownership Statement Pursuant to
F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5, 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.

Alan Regotti, Secretary of the Debtor herein

I, _____, 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.

/s/ Alan Regotti, Secretary 10/18/13

 Signature of Attorney or Declarant Date

Alan Regotti

 Printed Name of Attorney or Declarant

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No. Chapter 11
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Gotte Electric Inc Attn President Or Manager Agent 27525 Enterprise Circle West Suite 101-A Temecula, CA 92590	Gotte Electric Inc C/O Steven R Bangerter Esq Bangerter Sheppard PC 1300 Clay Street Suite 600 Oakland, CA 94612 Tel: 510-464-8034 Gotte Electric Inc C/O Byron B Mauss Esq And Joshua K Partington Esq Assayag Mauss 2915 Red Hill Ave Suite 200 Costa Mesa, CA 92626 Tel: 714-427-6800	Litigation in the Riverside County Superior Court, <u>Gotte Electric, Inc. v. ASR Constructors, Inc., Federal Insurance Company, Another Merdian, LLC and Inland Machinery, Inc.</u> , Case No. RIC 1310089 (Fraudulent Transfer action)	Contingent, Unliquidated, Disputed	\$Unknown
Paula Campbell And Luis Ruiz C/O Clarice J Letizia 4560 Avenida Privado Oceanside, CA 92057	Paula Campbell And Luis Ruiz C/O Clarice J Letizia 4560 Avenida Privado Oceanside, CA 92057 Tel: 760- 231-6545	Litigation pending in Riverside County Superior Court, Paula Campbell and Luis Ruiz v. ASR Constructors, Inc., Eric Zimmerman, Marc C. Berry, Alan Regotti, Inland Machinery, Inc. Agua Mansa Investment Partners, LLC, Another Meridian Company, LLC and Contractors Complete Surety and Insurance, Case No. RIC 1114498 (Damages action) (Settled) – Notice Purposes Only		\$.00

I, Alan Regotti, Managing Member of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of 20 largest unsecured creditors and that it is true and correct to the best of my information and belief.

Dated: **October 18, 2013**

**INLAND MACHINERY, INC.,
a California corporation**

/s/ Alan Regotti

By: Alan Regotti, Secretary

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No. Chapter 11
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LIST OF ALL EQUITY HOLDERS

<u>Shareholder</u>	<u>Percentage</u>
Alan Regotti 1569 Camino Corto Fallbrook, CA 92028	50%
Marc W. Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730	50%

I declare under the penalty of perjury under the laws of the State of California that the foregoing list is true and correct to the best of my knowledge, information and belief.

Executed on, at Riverside, California.

Dated: **October 18, 2013**

**INLAND MACHINERY, INC.,
a California corporation**

/s/ Alan Regotti

By: **Alan Regotti, Secretary**

**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LBR 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).)

See Attached

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).)

Not Applicable to the Debtor

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).)

See Attached

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).)

Not Applicable to the Debtor

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

Executed at Riverside, California

/s/ Alan Regotti, Secretary
Signature of Debtor

Date: 10/18/2013

Signature of Joint Debtor

Attachment to Statement of Related Cases:

Chapter 11 Case of In re ASR Constructors, Inc., a California corporation
United States Bankruptcy Court, Central District of California, Riverside Division
Case No. 6:13-bk-25794-MH
Petition Date: September 20, 2013
Relationship to the Debtor: Common Owners
Judge: Honorable Mark Houle

Chapter 11 case of In re Another Meridian Company, LLC, a California limited liability company
Case is being filed concurrent herewith in the Central District of California, Riverside Division
Case number and judge to be determined
Relationship to the Debtor: Common Owners

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No. Chapter 11
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VENUE DISCLOSURE FORM FOR CORPORATIONS FILING CHAPTER 11

1. Specify the address of the principal offices of the Debtor currently on file with the California Secretary State (from S0100, S0200 OR S0300):
5230 Wilson Street, Riverside, CA 92509
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
5230 Wilson Street, Riverside, CA 92509
3. Disclose the current business address(es) for all corporate officers:
5230 Wilson Street, Riverside, CA 92509
4. Disclose the current business address(es) where the Debtor's books and records are located:
5230 Wilson Street, Riverside, CA 92509
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:
5230 Wilson Street, Riverside, CA 92509
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):
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):
Alan Regotti, Secretary of the Debtor, 5230 Wilson Street, Riverside, CA 92509
8. Total number of attached pages of supporting documentation:
9. I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: **October 18, 2013**

**INLAND MACHINERY, INC.,
a California corporation**

/s/ Alan Regotti

By: **Alan Regotti, Secretary**

**GLOBAL NOTES TO THE SCHEDULES OF ASSETS AND LIABILITIES
AND STATEMENT OF FINANCIAL AFFAIRS**

Inland Machinery, Inc., the debtor in possession herein (“Debtor”) hereby submits the attached Schedules of Assets and Liabilities (“Schedules”) and Statement of Financial Affairs (“SOFA”). All information in the Schedules and SOFA are unaudited. While the Debtor’s management has made every reasonable effort to ensure the Schedules and SOFA are accurate and complete based on the information available at the time of preparation and filing, information that becomes available after the filing date noted herein may result in material changes to these Schedules and SOFA. The Debtor reserves the right to amend or supplement the Schedules and SOFA as appropriate.

The contents of these Schedules and SOFA shall neither constitute a waiver of any rights or claims of the Debtor nor an admission of the existence, amount or nature of potential claims against the Debtor. The Debtor reserves the right to dispute or challenge the status and amount of any claimant listed on Schedules D, E, and F as well as the validity, priority, perfection, or the extent of any lien securing any claim listed on Schedule D.

Schedule B – Personal Property

The values of the personal property assets listed on Schedule B are estimated values based on book value or purchase prices paid for certain items and may not reflect the actual liquidation value or what any given item may sell for after a period of marketing for sale.

Schedules of Claims

Any failure to designate a claim on the Schedules as “Disputed,” “Contingent,” and / or “Unliquidated” does not constitute an admission by the Debtor that such amount is not “Disputed,” “Contingent,” and / or “Unliquidated.” The Debtor reserves the right (i) to dispute any claim reflected in the Schedules on any grounds, including but not limited to, amount, description, or classification and (ii) to amend the Schedules to designate such claims as “Disputed,” “Contingent,” and / or “Unliquidated.”

Schedule D – Creditors Holding Secured Claims

All known secured claims are listed on Schedule D at their approximate amounts outstanding as of the petition date, irrespective of whether such claims have been paid or otherwise satisfied pursuant to court order.

The Debtor reserves the right to assert that any claim listed on Schedule D does not constitute a secured claim under the Bankruptcy Code.

Schedule E– Creditors Holding Unsecured Priority Claims

All known priority claims are listed on Schedule E at approximate amounts outstanding as of the petition date, regardless of whether they have subsequently been paid or otherwise satisfied pursuant to Bankruptcy Court order.

The Debtor reserves the right to assert that any claim listed on Schedule E does not constitute an unsecured priority claim under the Bankruptcy Code.

Schedule F – Creditors Holding Unsecured Nonpriority Claims

All known unsecured nonpriority claims are listed on Schedule F at their approximate amounts outstanding as of the petition date, irrespective of whether such claims have been paid or otherwise satisfied pursuant to court order.

The Debtor reserves the right to assert that any claim listed on Schedule F does not constitute an unsecured nonpriority claim under the Bankruptcy Code.

Schedule G – Unexpired Leases and Executory Contracts

The Debtor has attempted to provide a complete list of all agreements that might be considered to be unexpired leases and/or executory contracts. The Debtor is continuing to review its records and will supplement this Schedule G if additional agreements that may constitute unexpired leases and/or executory contracts are identified.

The listing or characterization of any contract or agreement on Schedule G does not constitute an admission on any Debtor's part that (i) such contract or agreement is an executory contract or unexpired lease or (ii) that any contract or lease is severable or unified.

**UNITED STATES BANKRUPTCY COURT
Central District of California**

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter 11 Case No.: (If known)
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SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE		ATTACHED YES/NO	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A	Real Property	Yes	1	\$0.00		
B	Personal Property	Yes	3	\$2,389,669		
C	Property Claimed as Exempt	Yes	1			
D	Creditors Holding Secured Claims	Yes	2		\$1,899,817.66	
E	Creditors Holding Unsecured Priority Claims	Yes	2		\$57,039.18	
F	Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$367,473.13	
G	Executory Contracts and Unexpired Leases	Yes	1			
H	Codebtors	Yes	2			
I	Current Income of Individual Debtor(s)	Yes	1			\$
J	Current Expenditures of Individual Debtor(s)	Yes	1			\$
Total >>>			17	\$2,389,669.00	\$2,324,329.97	

**UNITED STATES BANKRUPTCY COURT
Central District of California**

In re INLAND MACHINERY, INC., a California corporation	Debtor.	Chapter No.: 11 Case No.: (If known)
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**NOT APPLICABLE TO DEBTOR'S CASE
STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$
4. Total from Schedule F		\$
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				
Total >>>			\$00	

(Report also on Summary of Schedules)

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G – Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

	TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1.	Cash on hand.	None			
2.	Checking, savings, or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses or cooperative.		Citizens Business Bank Business Checking Account No. XXX 4614 Balance: \$5,627.22 (approximate)		\$5,627.22
3.	Security deposits with public utilities, telephone companies, landlords, and others.	None			
4.	Household goods and furnishings, including audio, video and computer equipment.	None			
5.	Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	None			
6.	Wearing apparel.	None			
7.	Furs and jewelry.	None			
8.	Firearms and sports, photographic and other hobby equipment.	None			
9.	Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	None			
10.	Annuities. Itemize and name each issuer.	None			

	TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11.	Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	None			
12.	Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	None			
13.	Stock and interests in incorporated and unincorporated businesses. Itemize.	None			
14.	Interests in partnerships or joint ventures. Itemize.	None			
15.	Government and corporate bonds and other negotiable and non-negotiable instruments.	None			
16.	Accounts Receivable.		Trade - \$34,652.72 ASR Constructors: \$553,967.99		\$588,620.71
17.	Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	None			
18.	Other liquidated debts owing debtor including tax refunds. Give particulars.	None			
19.	Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	None			
20.	Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	None			
21.	Contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	None			
22.	Patents, copyrights, and other intellectual property. Give particulars.	None			
23.	Licenses, franchises, and other general intangibles. Give particulars.	None			
24.	Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	None			
25.	Automobiles, trucks, trailers, and other vehicles and accessories.		Included Below in Item 29.		
26.	Boats, motors, and accessories.	None			
27.	Aircraft and accessories.	None			
28.	Office equipment, furnishings, and supplies.	None			

	TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29.	Machinery, fixtures, equipment and supplies used in business.		An auction sale of the Debtor's machinery and equipment was conducted on October 16, 2012 (see item number 35 below). The Debtor's remaining machinery and equipment consists of the following: Heavy Equipment - \$588,221.64 Vehicles - \$355,278.93 Iron Shop Machinery - \$138,000 Trailers - \$220,538.75 Small Equipment - \$165,436.75 Data Processing - \$1,945		\$1,469,421.07
30.	Inventory.	None			
31.	Animals.	None			
32.	Crops - growing or harvested. Give particulars.	None			
33.	Farming equipment and implements.	None			
34.	Farm supplies, chemicals, and feed.	None			
35.	Other personal property of any kind not already listed. Itemize.		On October 16, 2013, with the consent secured creditor, Federal Insurance Company, the Debtor had Ritchie Bros. Auctioneers conduct an auction sale of the Debtor's machinery and equipment. The gross sale proceeds were approximately \$368,155. After payment of the auctioneer commission of 9% and the auctioneer's expenses, the net auction proceeds are estimated to be approximately \$326,000. The auction proceeds are subject to the lien of Federal Insurance Company. The net auction proceeds are currently in the possession of the Auctioneer but are to be turned over to the Debtor within 21 days of the auction sale.		\$326,000
			Total Schedule B >>>		\$2,389,669

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules)

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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NOT APPLICABLE TO DEBTOR'S CASE

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under
(Check one box):

Check if debtor claims a homestead exemption that
exceeds \$155,675*.

11 U.S.C. § 522 (b)(2)

11 U.S.C. § 522 (b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION

* Amount subject to adjustment on 4/1/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE D – CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND A ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of ACCOUNT NO. Federal Insurance Company Attn Wayne R. Walton Esq Asst Vice President 15 Mountain View Road Warren, NJ 07059-6711	X		UCC-1 Filing No. 12-7339143518 filed 11/28/12; Amendment No. 13-73536425 filed 3/22/13; Amendment No. 13-73522998 filed 3/15/13; Amendment No. 13-73517704 filed 3/11/13 and Amendment No. 13-73513989 filed 3/6/13 Collateral: blanket lien on assets. Claim is also secured by liens against non-estate property owned by ASR Constructors, Inc., Another Meridan Company LLC, Agua Mansa Investment Partners, LLC and Smokey Mountain Insurance Company. Value of collateral is in excess of the amounts owed.				\$1,770,817.66	

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE D – CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND A ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of ACCOUNT NO. Berkley Regional Insurance Company Attn Nancy Manno Berkley Surety Group Inc 412 Mount Kemble Ave Suite 310N Morristown, NJ 07960	X		UCC-1 Filing No. 13-7366919227 filed 6/26/2013 Collateral: blanket lien on assets. Claim is also secured by liens against non-estate property owned by ASR Constructors, Inc. and Another Meridan Company LLC. Value of the collateral is in excess of the amounts owed.				\$129,000.00	
Last four digits of ACCOUNT NO. Berkley Regional Insurance Company c/o Richard W Tropp Benchmark Consulting Services LLC 2 Venture Suite 220 Irvine, CA 92618	X		Additional Notice for Berkley Regional Insurance Company				Duplicate	
Last four digits of ACCOUNT NO. Berkley Regional Insurance Company c/o Marilyn Klinger Sedgwick LLP 801 S Figueroa Street 18th Floor Los Angeles, CA 90017	X		Additional Notice for Berkley Regional Insurance Company				Duplicate	
Total Schedule D ►							\$1,899,817.66	

(Report total also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE E – CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations: Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case: Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions: Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans: Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen: Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals: Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

* Amount subject to adjustment on April 1, 2016, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE E – CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

- Taxes and Certain Other Debts Owed to Governmental Units:** Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).
- Commitments to Maintain the Capital of an Insured Depository Institution:** Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).
- Claims for Death or Personal Injury While Debtor Was Intoxicated:** Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on April 1, 2016, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

 1 Continuation Sheets attached

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE E – CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

§ 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND A ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Last four digits of ACCOUNT NO. Franchise Tax Board Attn Bankruptcy Unit Bankruptcy Section MS A340 Po Box 2952 Sacramento, CA 95812-2952			Notice Purposes Only				\$0.00		
Last four digits of ACCOUNT NO. Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346			Notice Purposes Only				\$0.00		
Last four digits of ACCOUNT NO. State Board of Equalization Attn Special Operations Branch MIC 55 PO Box 942879 Sacramento, CA 94279-0055			Notice Purposes Only				\$0.00		
Last four digits of ACCOUNT NO. Riverside County Treasurer and Tax Collector 4080 Lemon Street 1st Floor Riverside, CA 92502			Unsecured Property Tax of Inland Machinery, Inc. for Fiscal Year July 1, 2013 through June 30, 2014				\$57,039.18		
Total Schedule E ▶ Report total also on Summary of Schedules.)							\$57,039.18		
Totals ▶ (Use only on last page of completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data)								\$	\$

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE F – CREDITORS HOLDING UNSECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Last four digits of ACCOUNT NO. ASR Constructors Inc Attn President 5230 Wilson Street Riverside, CA 92509			Promissory Note				\$181,530.24
Last four digits of ACCOUNT NO. Gotte Electric Inc Attn President or Manager Agent 27525 Enterprise Circle West Suite 101-A Temecula, CA 92590	X		litigation pending in the Riverside Superior Court, <u>Gotte Electric, Inc. v. ASR Constructors, Inc., Federal Insurance Company, Another Meridian, LLC and Inland Machinery, Inc.</u> , Case No. RIC 1310089 (Fraudulent Transfer action)	X	X	X	Unknown

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE F – CREDITORS HOLDING UNSECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND A ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Last four digits of ACCOUNT NO. Gotte Electric Inc c/o Steven R Bangerter Esq Bangerter Sheppard PC 1300 Clay Street Suite 600 Oakland, CA 94612	X		Additional Notice for Gotte Electric, Inc.	X	X	X	Duplicate
Last four digits of ACCOUNT NO. Gotte Electric Inc c/o Byron B Mauss Esq and Joshua K Partington Esq Assayag Mauss 2915 Red Hill Ave Suite 200 Costa Mesa, CA 92626	X		Additional Notice for Gotte Electric, Inc.	X	X	X	Duplicate
Last four digits of ACCOUNT NO. Paula Campbell and Luis Ruiz c/o Clarice J Letizia 4560 Avenida Privado Oceanside, CA 92057	X		Litigation pending in Riverside County Superior Court, Paula Campbell and Luis Ruiz v. ASR Constructors, Inc., Eric Zimmerman, Marc C. Berry, Alan Regotti, Inland Machinery, Inc. Agua Mansa Investment Partners, LLC, Another Meridian Company, LLC and Contractors Complete Surety and Insurance, Case No. RIC 1114498 (Damages action) (Settled) – Notice Purposes Only				\$0.00
Last four digits of ACCOUNT NO. Marc W. Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730			Note Payable				\$185,942.89
Last four digits of ACCOUNT NO. Insurance Company of the West Attn President or Managing Agent 11455 El Camino Real San Diego, CA 92130			Notice Purposes Only				Notice Purposes Only

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE F – CREDITORS HOLDING UNSECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND A ACCOUNT NUMBER (See Instructions Above)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Last four digits of ACCOUNT NO. David C Veis Esq Robins Kaplan Miller & Ciresi LLP 2049 Centur Park East Suite 3400 Los Angeles, CA 90067-3283			Additional Notice for Insurance Company of the West				Notice Purposes Only
			Total (Use only on last page of completed Schedule F.) ► (Report total also on Summary of Schedules and if applicable, on Statistical Summary of Certain Liabilities and Related Data				\$367,473.13

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).



Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed.R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Alan Regotti 1569 Camino Corto Fallbrook, CA 92028</p> <p>Stacey Regotti 1569 Camino Corto Fallbrook, CA 92028</p> <p>Marc W. Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730</p> <p>Agua Mansa Investment Partners LLC 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Patti Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730</p> <p>Smokey Mountain Insurance Company, Inc. 5230 Wilson Street Riverside, CA 92509-2427</p> <p>ASR Constructors, Inc. 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Another Meridian Company, LLC 5230 Wilson Street Riverside, CA 92509-2427</p>	<p>Federal Insurance Company 15 Mountain View Road Warren, NJ 07059-6711</p>

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>ASR Constructors, Inc. 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Another Meridian Company, LLC 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Agua Mansa Investment Partners LLC 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Smokey Mountain Insurance Company, Inc. 5230 Wilson Street Riverside, CA 92509-2427</p> <p>Regotti Family Trust 1569 Camino Corto Fallbrook, CA 92028</p> <p>Alan Regotti 1569 Camino Corto Fallbrook, CA 92028</p> <p>Stacey Regotti 1569 Camino Corto Fallbrook, CA 92028</p> <p>Marc W. Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730</p> <p>Patti Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730</p>	<p>Berkley Regional Insurance Company Attn Nancy Manno Berkley Surety Group Inc 412 Mount Kemble Ave Suite 310N Morristown, NJ 07960</p>

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S) - NOT APPLICABLE

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S)	AGE(S)
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How Long Employed		
Address of Employer		

Income (Estimate of average or projected monthly income at time case filed)	DEBTOR	SPOUSE
1. Monthly gross wages, salary, and commissions (prorate if not paid monthly)	\$	\$
2. Estimated monthly overtime	\$	\$
3. SUBTOTAL	\$	\$
4. LESS PAYROLL DEDUCTIONS	\$	\$
a. Payroll taxes and Social Security	\$	\$
b. Insurance	\$	\$
c. Union Dues	\$	\$
d. Other (specify)	\$	\$
5. SUBTOTAL PAYROLL DEDUCTIONS	\$	\$
6. TOTAL NET MONTHLY TAKE HOME PAY	\$	\$
7. Regular income from operations of business or profession or farm (attach detailed statement)	\$	\$
8. Income from real property	\$	\$
9. Interest and Dividends	\$	\$
10. Alimony, maintenance or support payments payable to debtor for debtor's use or that of dependents listed above.	\$	\$
11. Social security or other government assistance (Specify)	\$	\$
12. Pension or retirement income	\$	\$
13. Other monthly income (Specify)	\$	\$
14. SUBTOTAL OF LINES 7 THROUGH 13	\$	\$
15. AVERAGE MONTHLY INCOME: (Add amounts shown on lines 6 and 14)	\$	\$
16. COMBINED AVERAGE MONTHLY INCOME (Combined column totals from line 15)		\$

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease income reasonably anticipated to occur within the year following the filing of this document:

In re INLAND MACHINERY, INC., a California corporation Debtor.	Chapter No.: 11 Case No.: (If known)
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SCHEDULE J – CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S) - NOT APPLICABLE

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor’s family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

Check this box if a joint petition is filed and debtor’s spouse maintains a separate household. Complete a separate schedule of expenditures labeled “Spouse.”

1. Rent or home mortgage payment (include lot rented for mobile home)	\$
a. Are real estate taxes included? Yes No	
b. Is property insurance included? Yes No	
2. Utilities: a. Electricity and heating fuel	\$
b. Water and sewer	\$
c. Telephone	\$
d. Other	\$
3. Home maintenance (repairs and upkeep)	\$
4. Food	\$
5. Clothing	\$
6. Laundry and dry cleaning	\$
7. Medical and dental expenses	\$
8. Transportation (not including car payments)	\$
9. Recreation, clubs and entertainment, newspapers, magazines, etc.	\$
10. Charitable contributions	\$
11. Insurance (not deducted from wages or included in home mortgage payments)	\$
a. Homeowner’s or renter’s	\$
b. Life	\$
c. Health	\$
d. Auto	\$
e. Other	\$
12. Taxes (not deducted from wages or included in home mortgage payments) (Specify)	\$
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)	
a. Auto	\$
b. Other	\$
c. Other	\$
14. Alimony, maintenance, and support paid to others	\$
15. Payments for support of additional dependents not living at your home	\$
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)	\$
17. Other	\$
18. AVERAGE MONTHLY EXPENSES (Total lines 1-17, Report also on Summary of Schedules and, If applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:	
20. STATEMENT OF MONTHLY NET INCOME	
a. Total monthly income from Line 15 of Schedule I	\$
b. Total monthly expenses from Line 18 above	\$
c. Monthly net income (a. minus b.)	\$

In re Inland Machinery Company, Inc.,

Debtor

Case No. _____ (if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

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 signed 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.

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

I, the Secretary [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/18/2013

Signature: /s/ Alan Regotti

Secretary

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

Case No.

**INLAND MACHINERY, INC., a
California corporation**

Chapter 11

Debtor.

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101 (31).

1. Income from employment or operation of business.

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Period</u>	<u>Amount</u>	<u>Source</u>
January 2013 to present	\$285,652	Business Operations
2012	\$1,590,591 (line 1a of form 1120S Federal Return)	Business Operations
2011	\$3,793,640 (line 1a of form 1120S Federal Return)	Business Operations

2. Income other than from employment or operation of business.

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors.

Complete a. or b. as appropriate and c.

None a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk(*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Name and Address of Creditor</u>	<u>Dates of Payments/Transfers</u>	<u>Amount Paid or Value of Transfers</u>	<u>Amount Still Owing</u>
See Attached List.			

None c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Name and Address of Creditor and Relationship to Debtor</u>	<u>Dates of Payment</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
See Attached List.			

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Attachment to Statement of Affairs, Item 3.b. Payments to Creditors During Last 90 Days

Chk/Pymt Ref No	Check Date	Vendor Number	Vendor Name	Invoice Trx No	Joint Name Description	Payment	Discount	Invoice Number	Invoice Date
4000	07/17/13	1009	BETTS TRUCK PARTS & SERVI	10996		463.68	0.00		06/30/13
	Standard Check				Check Amount	463.68	0.00		
4001	07/17/13	1021	DMV - RENEWAL	10991 #1073		224.00	0.00		07/31/13
				10992 1048		142.00	0.00		08/31/13
	Standard Check				Check Amount	366.00	0.00		
4002	07/17/13	1181	Diners Club	11000		1,646.62	0.00		07/31/13
	Standard Check				Check Amount	1,646.62	0.00		
4002	07/17/13	1181	Diners Club	11000		-1,646.62	0.00		07/31/13
	Standard Check			*** VOID ***	Check Amount	-1,646.62	0.00		
4003	07/19/13	1000	AT & T	11013		169.13	0.00		06/30/13
	Standard Check				Check Amount	169.13	0.00		
4003	08/08/13	1000	AT & T	11013		-169.13	0.00		06/30/13
	Standard Check			*** VOID ***	Check Amount	-169.13	0.00		
4004	07/19/13	1021	DMV - RENEWAL	10985 #1086		533.00	0.00		07/31/13
	Standard Check				Check Amount	533.00	0.00		
4005	07/19/13	1121	EAGLE ROAD SERVICE	11009		948.89	0.00		06/30/13
	Standard Check				Check Amount	948.89	0.00		
4006	08/02/13	1148	NAPA AUTO PARTS	11020		260.70	0.00		08/02/13
	Standard Check				Check Amount	260.70	0.00		
4007	08/02/13	1181	Diners Club	11022		2,169.77	0.00		08/02/13
	Standard Check				Check Amount	2,169.77	0.00		
4008	08/02/13	1287	Merit Oil, Inc	11023		3,990.84	0.00		08/02/13
	Standard Check				Check Amount	3,990.84	0.00		
4009	08/05/13	1161	STEWARTS RADIATOR	11025		150.00	0.00	5451	08/31/13
	Standard Check				Check Amount	150.00	0.00		
4010	08/06/13	1148	NAPA AUTO PARTS	11031		263.04	0.00		08/06/13
	Standard Check				Check Amount	263.04	0.00		
4011	08/13/13	1288	Pete's Road Service, Inc.	11033		1,325.24	0.00	771514-00	08/13/13
	Standard Check				Check Amount	1,325.24	0.00		
4012	08/14/13	1148	NAPA AUTO PARTS	11034		482.48	0.00		08/14/13
	Standard Check				Check Amount	482.48	0.00		

Chk/Pymt Ref No	Check Date	Vendor Number	Vendor Name	Invoice Trx No	Joint Name Description	Payment	Discount	Invoice Number	Invoice Date
4013	08/19/13	1287	Merit Oil, Inc	11039		5,886.67	0.00		08/19/13
	Standard Check				Check Amount	5,886.67	0.00		
4014	08/19/13	1255	Rene's Tire	11040		579.87	0.00		08/19/13
	Standard Check				Check Amount	579.87	0.00		
4014	08/19/13	1255	Rene's Tire	11040		-579.87	0.00		08/19/13
	Standard Check			*** VOID ***	Check Amount	-579.87	0.00		
4015	08/19/13	1289	Concord Tires And Automotive	11041		579.87	0.00		08/19/13
	Standard Check				Check Amount	579.87	0.00		
4016	08/22/13	1021	DMV - RENEWAL	10986 #1113		548.00	0.00		07/31/13
				11002 1035		329.00	0.00		08/31/13
				11003 1018		10.00	0.00		08/31/13
	Standard Check				Check Amount	887.00	0.00		
4017	08/23/13	1290	Star Auto Parts	11043		423.87	0.00		08/23/13
	Standard Check				Check Amount	423.87	0.00		
4018	08/27/13	1143	KH METALS & SUPPLY	11050		225.50	0.00	0215566	08/31/13
				11051		76.41	0.00	0215771	08/31/13
				11052		62.10	0.00	0216290	08/31/13
				11053		85.58	0.00	0217227	08/31/13
	Standard Check				Check Amount	449.59	0.00		
4019	08/28/13	1021	DMV - RENEWAL	11054		19.00	0.00		08/28/13
	Standard Check				Check Amount	19.00	0.00		
4020	08/28/13	1148	NAPA AUTO PARTS	11055		158.75	0.00		08/28/13
	Standard Check				Check Amount	158.75	0.00		
4020	08/28/13	1148	NAPA AUTO PARTS	11055		-158.75	0.00		08/28/13
	Standard Check			*** VOID ***	Check Amount	-158.75	0.00		
4021	08/30/13	1148	NAPA AUTO PARTS	11056		117.45	0.00		08/30/13
	Standard Check				Check Amount	117.45	0.00		
4021	08/30/13	1148	NAPA AUTO PARTS	11056		-117.45	0.00		08/30/13
	Standard Check			*** VOID ***	Check Amount	-117.45	0.00		
4022	09/19/13	1021	DMV - RENEWAL	11097		1,074.00	0.00		09/19/13
	Quick Check				Check Amount	1,074.00	0.00		
4023	09/20/13	1021	DMV - RENEWAL	11099		608.00	0.00		09/20/13
	Quick Check				Check Amount	608.00	0.00		

Chk/Pymt Ref No	Check Date	Vendor Number	Vendor Name	Invoice Trx No	Joint Name Description	Payment	Discount	Invoice Number	Invoice Date
4024	09/30/13	1181	Diners Club	11089		104.00	0.00		08/31/13
	Standard Check				Check Amount	104.00	0.00		
4025	09/30/13	1287	Merit Oil, Inc	11107	YARD Yard Job	3,847.04	0.00	93013	09/30/13
	Quick Check				Check Amount	3,847.04	0.00		
4026	10/02/13	187	Lowe's	11109		1,108.90	0.00	09-02-13	09/02/13
	Standard Check				Check Amount	1,108.90	0.00		
4027	10/02/13	188	CitiBuisness Card	11111		2,000.00	0.00	93013	09/30/13
	Standard Check				Check Amount	2,000.00	0.00		
4028	10/03/13	1021	DMV - RENEWAL	11168		95.00	0.00		10/03/13
	Quick Check				Check Amount	95.00	0.00		
4030	10/04/13	189	Empire System, Inc.	11165		1,700.00	0.00	2013-10-04	10/04/13
	Standard Check				Check Amount	1,700.00	0.00		
4031	10/14/13	1259	Fritts Ford Riverside	11169	SHP/MNT Shop & Maintena	134.96	0.00	191657	10/14/13
	Quick Check				Check Amount	134.96	0.00		
4032	10/16/13	1287	Merit Oil, Inc	11170		3,845.77	0.00	101613	10/16/13
	Quick Check				Check Amount	3,845.77	0.00		
Account Totals						33,717.31	0.00		

Attachment to Statement of Affairs, Item 3.c., Payments to Insiders During Last Year

A/P Invoice History Report

09/01/12 To 10/23/13

Sort by Vendor No

Vendor No	Vendor Name	Type	Trx No	Trx Date	Invoice No	Inv Date	Description	Trx Amount	Job No
1015	ASR CONSTRUCTORS								
		OTH	466	12/31/12	043011	4/30/2011	Other(EFT)	1,540.39	
		OTH	466	12/31/12	5220	6/30/2012	Other(EFT)	5,000.00	
		OTH	466	12/31/12	5268	7/31/2012	Other(EFT)	5,000.00	
		OTH	466	12/31/12	5269	8/31/2012	Other(EFT)	5,000.00	
		INV	10591	09/30/12	5331	9/30/2012	Sep Yard Lease	5,000.00	
		OTH	466	12/31/12	5331	9/30/2012	Other(EFT)	5,000.00	
		INV	10592	10/31/12	5332	10/31/2012	Oct yard Lease	5,000.00	
		OTH	466	12/31/12	5332	10/31/2012	Other(EFT)	5,000.00	
		INV	10593	11/30/12	5333	11/30/2012	Nov Yard Lease	5,000.00	
		OTH	466	12/31/12	5333	11/30/2012	Other(EFT)	5,000.00	
		OTH	466	12/31/12	5334	12/31/2012	Other(EFT)	5,000.00	
		INV	10594	12/31/12	5334	12/31/2012	Dec Yard Lease	5,000.00	
		OTH	466	12/31/12	123112	12/31/2012	Other(EFT)	-36,540.39	
		INV	10817	12/31/12	123112	12/31/2012	credit memo to 2070	-36,540.39	
		CHK	4033	10/21/13		10/21/2013	Chk Run	4,000.00	
		INV	11187	10/21/13		10/21/2013		4,000.00	

4. Suits and administrative proceedings, executions, garnishments and attachments.

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under Chapter 12 or Chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Caption of Suit and Case Number</u>	<u>Nature of Proceeding</u>	<u>Court or Agency and Location</u>	<u>Status or Disposition</u>
<u>Gotte Electric, Inc. v. ASR Constructors, Inc., Federal Insurance Company, Another Meridian, LLC and Inland Machinery, Inc., Case No. RIC 1310089 (Fraudulent Transfer action)</u>	Alleged Fraudulent Transfers	Riverside Superior Court	Pending
<u>Paula Campbell and Luis Ruiz v. ASR Constructors, Inc., Eric Zimmerman, Marc C. Berry, Alan Regotti, Inland Machinery, Inc. Agua Mansa Investment Partners, LLC, Another Meridian Company, LLC and Contractors Complete Surety and Insurance, Case No. RIC 1114498</u>	Damages action	Riverside Superior Court	Settled

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, Foreclosures and Returns.

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships.

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within the **one year** immediately preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts.

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under Chapter 12 or Chapter 13 must include gifts or contributions of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses.

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under Chapter 12 or Chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy.

None List all payments made or property transferred by or on behalf of debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

<u>Name and Address of Payee</u>	<u>Date of Payment, Name of Payor if Other Than Debtor</u>	<u>Amount of Money or Description and Value of Property</u>
Shulman Hodges & Bastian LLP 8105 Irvine Center Drive Ste 600 Irvine, CA 92618	9/20/2013	\$12,500 (paid by Debtor's insider Patti Berry)
	10/17/2013	\$12,5000 (paid by Debtor's insider Stacey Regotti)

10. Other transfers.

- None a. List all other property other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Name and Address of Transferee, Relationship to Debtor</u>	<u>Date</u>	<u>Describe Property Transferred and Value Received</u>
<p>Federal Insurance Company 15 Mountain View Road Warren, NJ 07059-6711</p> <p>Surety for the Debtor's affiliate, ASR Constructors, Inc.</p>	<p>November 2013</p>	<p>Liens created under UCC-1 filings (original filing on November 28, 2012), and the amendments thereto, Federal Insurance Company was given blanket lien on assets.</p> <p>The liens under the UCC-1 filings were provided as part of an agreement with Federal Insurance Company to provide funding for completion of ASR Constructors, Inc. projects, to secure obligations owed to Federal Insurance Company under an indemnity agreement signed by the Debtor and otherwise and to forbear from enforcement of remedies available for default.</p>
<p>Berkley Regional Insurance Company 412 Mount Kemble Ave Suite 310N Morristown, NJ 07960</p> <p>Surety for the Debtor's affiliate, ASR Constructors, Inc.</p>	<p>June 2013</p>	<p>Lien created under UCC-1 filing (filing on June 26, 2013), Berkley Regional Insurance company was given blanket lien on assets.</p> <p>The lien under the UCC-1 filing was provided as part of an agreement with Berkley Regional Insurance Company to provide funding for completion of ASR Constructors, Inc. projects, to secure obligations owed to Berkley Regional Insurance Company under an indemnity agreement signed by the Debtor and otherwise and to forbear from enforcement of remedies available for default.</p>

<u>Name and Address of Transferee, Relationship to Debtor</u>	<u>Date</u>	<u>Describe Property Transferred and Value Received</u>
Various parties through auction sale	October 2013	On October 16, 2013, with the consent secured creditor, Federal Insurance Company, the Debtor had Ritchie Bros. Auctioneers conduct an auction sale of the Debtor's machinery and equipment. The gross sale proceeds were approximately \$368,155. After payment of the auctioneer commission of 9% and the auctioneer's expenses, the net auction proceeds are estimated to be approximately \$326,000. The auction proceeds are subject to the lien of Federal Insurance Company. The net auction proceeds are currently in the possession of the Auctioneer but are to be turned over to the Debtor within 21 days of the auction sale.

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>Name and Address of Institution</u>	<u>Type of Account, Last Four Digits of Account Number, and Amount of Final Balance</u>	<u>Amount and Date of Sale or Closing</u>
Citibank	Checking Account No. ending 7011	Balance at closing: \$.00 Date Closed: March 2013
Citibank	Checking Account No. ending 0784	Balance at closing: \$.00 Date Closed: July 2013

12. Safe deposit boxes.

None List each safe deposit or other box or depository in which the debtor has or had securities, cash or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must include information boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs.

None List all setoffs made by any creditor, including a bank, against a debt or a deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under Chapter 12 or Chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person.

None List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor.

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and former spouses.

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental information.

For the purpose of this question, the following definitions apply:

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or materials.

“Site” means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

“Hazardous Material” means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law
- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.
- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, Location and Name of Business.

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.
- If the debtor is a partnership*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.
- If the debtor is a corporation*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.
- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records, and financial statements.

- None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

<u>Name and Address</u>	<u>Dates Services Rendered</u>
Rogers, Anderson, Malody & Scott, LLP CPAS 735 E. Carnegie Drive, Suite 100 San Bernardino, CA 92408	2009 through present

- None b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

<u>Name and Address</u>	<u>Dates Services Rendered</u>
Rogers, Anderson, Malody & Scott, LLP CPAS 735 E. Carnegie Drive, Suite 100 San Bernardino, CA 92408	2009 through present

- None c. List all firms or individuals who at the time of commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

<u>Name and Address</u>
Rogers, Anderson, Malody & Scott, LLP CPAS 735 E. Carnegie Drive, Suite 100 San Bernardino, CA 92408

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

<u>Name and Address</u>	<u>Date Issued</u>
Chubb & Son 15 Mountain View Road Warren, NJ 07059	June 2011 and June 2012

20. Inventories.

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current partners, officers, directors and shareholders.

None a. If the debtor is a partnership, list the nature and percentage of the partnership interest of each member of the partnership.

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

<u>Name and Address</u>	<u>Title</u>	<u>Nature and Percentage of Stock Ownership</u>
Alan Regotti 1569 Camino Corto Fallbrook, CA 92028	Secretary	50% stockholder
Marc W. Berry 7546 Cerrito Rojo Drive Rancho Cucamonga, CA 91730	President	50% stockholder

22. Former partners, officers, directors and shareholders.

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distribution by a corporation.

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, salary, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of the this case.

24. Tax consolidation group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of this case.

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six years** immediately preceding the commencement of this case.

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B 7 (12/12)

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[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date	_____	Signature of Debtor	_____
Date	_____	Signature of Joint Debtor (if any)	_____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date	<u>10/18/2013</u>	Signature	<u>/s/ Alan Regotti</u>
		Print Name and Title	<u>Alan Regotti, Secretary</u>

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

___ continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

_____ Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer	_____ Social-Security No. (Required by 11 U.S.C. § 110.)
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If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address

_____ Signature of Bankruptcy Petition Preparer	_____ Date
--	---------------

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 signed 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. 18 U.S.C. § 156.

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re INLAND MACHINERY, INC., a California corporation Debtor.	Case No.: <div style="text-align: center; border: 1px solid black; padding: 5px;">DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</div>
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1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follow:

For legal services, I have agreed to accept	\$25,000¹
Prior to the filing of this statement I have received	The amount of fees incurred prior to the petition date will be set forth in the Application to Employ Shulman Hodges & Bastian LLP to be filed with the Court (the "Employment Application").
Balance Due	The remaining balance of retainer received prior to the petition date after deduction for services rendered and expenses incurred prior to the petition date. This amount will be set forth in the Employment Application to be filed with the Court.

1. The source of the compensation paid to me was:

Debtor Other (specify)
Paid by Debtors' insiders Stacey Regotti and Patti Berry, each paying \$12,500.

2. The source of compensation to be paid to me is:

Debtor Other (specify)

3. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

4. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

¹ This is the initial retainer amount. Pursuant to the applicable Bankruptcy Code provisions, the Firm will file fee applications to request additional fees and expenses as incurred.

- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of Debtor in Chapter 11 bankruptcy proceeding
- e. Other provisions: None.

5. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

- a. Representation of the debtor in adversary proceedings including, but not limited to, adversary proceedings concerning the debtor's discharge.
- b. See the Employment Application.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: October 18, 2013

SHULMAN HODGES & BASTIAN LLP

/s/ James C. Bastian, Jr.

James C. Bastian, Jr.

MASTER MAILING LIST

VERIFICATION PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2(d)

SHULMAN HODGES & BASTIAN LLP

8105 Irvine Center Drive, Suite 600

Irvine, CA 92618

Telephone: (949) 340-3400

Facsimile: (949) 340-3000

Attorney for Debtor

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:

**INLAND MACHINERY, INC., a
California corporation**

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 4 sheet(s) is complete, correct and consistent with the Debtor's schedules pursuant to Local Bankruptcy Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Dated: **October 18, 2013**

**INLAND MACHINERY, INC., a
California corporation**

/s/ Alan Regotti

By: **Alan Regotti, Secretary**

SHULMAN HODGES & BASTIAN LLP

/s/ James C. Bastian, Jr.

James C. Bastian, Jr.

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BERKLEY SURETY GROUP INC
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BANGERTER SHEPPARD PC
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GOTTE ELECTRIC INC
C/O BYRON B MAUSS ESQ AND
JOSHUA K PARTINGTON ESQ
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