

United States Bankruptcy Court

Voluntary Petition

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|---|---|
| Name of Debtor (if individual, enter Last, First, Middle): Hill Farm Associates, LLC | Name of Joint Debtor (Spouse (Last First, Middle)): |
| All other Names used by Debtor in the last 8 years (include married, maiden, and trade names): | All other Names used by Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. /Complete EIN (if more that one, state all): 20-3545430 | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. /Complete EIN (if more that one, state all): |
| Street Address of Debtor (No. and Street, City and State): 102 Larch Circle, Suite 301 Wilmington, Delaware ZIP CODE 19804 | Street Address of Joint Debtor (No. and Street, City and State): ZIP CODE |
| County of Residence or of the Principal Place of Business: New Castle | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): ZIP CODE | Mailing Address of Debtor (if different from street address): ZIP CODE |
| Location of Principal Assets of Business Debtor (if different from street address above): Eden Hill Farm, Dover, Delaware 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 <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | Chapter of Bankruptcy code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> 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. |
| <hr/> 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: | | |

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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 \$2,343,000 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
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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"/> 99-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000 - 5,000 <input type="checkbox"/> 5,0001 - 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"/> \$50,000 to \$100,000 <input type="checkbox"/> \$100,000 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"/> \$50,000 to \$100,000 <input type="checkbox"/> \$100,000 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" 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 | |

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|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | Name of Debtor(s): Hill Farm Associates, LLC |
|--|--|

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 attached schedule. | Case Number: N/A | Date Filed: |
| District: Delaware | Relationship: Affiliate | Judge: N/A |

| | |
|---|---|
| <p 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 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 in this District.

Debtor is a debtor in 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(1)).

| | |
|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | Name of Debtor(s): Hill Farm Associates, LLC |
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Signatures

Signature(s) of Debtors(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 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.

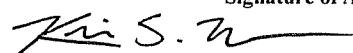
Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X 
Signature of Attorney for Debtor(s)

Kevin S. Mann (No. 4576)
Printed Name of Attorney for Debtor(s)

Cross & Simon, LLC
Firm Name

913 N. Market Street, 11th Floor
Address

P.O. Box 1380

Wilmington, DE 19899

(302) 777-4200
Telephone Number

September 5, 2012
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 Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

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 
Signature of Authorized Individual

Michael Stortini
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

September 5, 2012
Date

X _____
Date

Signature of bankruptcy petition preparer or officer, 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.

**Written Consent of the Members
of
Hill Farm Associates, LLC**

The undersigned, being all of the Members of **Hill Farm Associates, LLC** (the "Company"), do hereby consent to and adopt the following resolutions as the action of the Members of the Company:

Approval and Authorization of Filings Under Chapter 11 of the U.S. Bankruptcy Code

WHEREAS, the Members have determined that it is in the best interest of the Company, its creditors, and other interested parties to file a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that Michael Stortini, in his capacity as the managing member of the Company, is authorized to file a petition for relief under Chapter 11 of the Bankruptcy Code in any United States Bankruptcy Court in any jurisdiction where such a filing would be proper (the "Bankruptcy Court");

FURTHER RESOLVED, that Michael Stortini is authorized and empowered to execute on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code and to file such a petition in the Bankruptcy Court, and to execute any affidavits, forms, schedules, applications or any other pleadings or documents which are necessary or appropriate;

FURTHER RESOLVED, that Michael Stortini is authorized and empowered to execute on behalf of the Company a Statement of Financial Affairs and such other affidavits, forms, schedules, pleadings or documents which provide factual bases and information with respect to the necessity of the Company's filing of a petition for relief under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that Michael Stortini, as the managing member of the Company, is authorized to retain on behalf of the Company the law firm of Cross & Simon, LLC as bankruptcy counsel upon such terms and conditions as he shall approve, to render legal services to and to represent, the Company in connection with such Chapter 11 proceedings and other related matters in connection therewith;

General Authority

RESOLVED, that any and all actions heretofore taken by Michael Stortini in connection with the transactions or objectives approved in any or all of the foregoing resolutions, and all transactions related thereto, are hereby approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that Michael Stortini is hereby authorized and directed, in the Company's name and on its behalf, to take or cause to be taken any and all such additional action

or actions as, in his judgment, may appear desirable or appropriate to carry out the purposes of the foregoing resolutions.

IN WITNESS THEREOF, this written consent has been executed by the undersigned managing member of the Company effective as of the 5th day of September, 2012.



Michael Stortini
Managing Member

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
 Hill Farm Associates, LLC,) Case No.: _____
)
 Debtor.)

**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 case. The list does not include (a) persons who came within the definition of "insider" set forth in 11 U.S.C. § 101, or (b) 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. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority, or amount of any claim.

| Name of Creditor and complete mailing address including zip code | Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted. | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff | Amount of claim (secured also state value security) |
|--|---|--|--|---|
| TD Bank P.O. Box 5600 Lewiston, ME 04243-5600 | | Bank Loan | | \$18,309,910.44 (Value of security unknown) |
| Investment Property Associates 102 Larch Circle, Suite 201 Wilmington, DE 19804 | | Loan | | \$2,941,976.36 |
| Ryan Homes Polly Drummond Office Park Building 1, Suite 1302 Newark, DE 19711 | | Trade Debt | | \$606,976.86 |
| Daisy Construction Company 102 Larch Circle, Suite 201 Wilmington, DE 19804 | | Trade Debt | | \$461,479.76 |

| | | | | |
|--|--|-------------------------------------|--|-------------|
| RSSIAM, LLC 102 Larch Circle, Suite 301 Wilmington, DE 19804 | | Trade Debt | | \$96,924.00 |
| City of Dover - Property Taxes P. O. Box 7100 Dover, DE 19903 | | Property Tax | | \$50,170.36 |
| Tober & Agnew 21 Gray Fox Ridge Newark, DE 19711 | | Trade Debt | | \$31,000.00 |
| Kent County - Property Taxes 555 Bay Road Dover, DE 19901 | | Property Tax | | \$24,173.14 |
| Cole Construction 21 Woodland Drive Seaford, DE 19973 | | Trade Debt | | \$21,901.00 |
| Doveview, LLC c/o Katherine Mayer, Esq. McCarter & English, LLP 405 N. King Street 8 th Floor Wilmington, DE 19801 | | Alleged Preferential Transfer | Contingent, Unliquidated, and Disputed | \$20,000.00 |
| PSC Contracting, Inc. P.O. Box 319 Delaware City, DE 19706 | | Trade Debt | | \$11,500.00 |
| Woodlawn Landscaping Co. 1124 Darczuk Drive Garnet Valley, PA 19061 | | Trade Debt | | \$4,125.00 |
| Ten Bears Environmental P.O. Box 9711 Newark, DE 19714 | | Trade Debt | | \$1,929.00 |
| Kent Signs Co. 2 Brady Lane Dover, DE 19901 | | Trade Debt | | \$1,490.00 |
| First State Signs, Inc. 122 Rosemary Road Dover, DE 19901 | | Trade Debt | | \$900.00 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|----------------------------|---|-----------------|
| In re: |) | Chapter 11 |
| |) | |
| Hill Farm Associates, LLC, |) | Case No.: _____ |
| |) | |
| Debtor. |) | |

**DECLARATION UNDER PENALTY OF PERJURY REGARDING
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

I, Michael Stortini, Managing Member of Hill Farm Associates, LLC, named as the debtor in this case (the “Debtor”), hereby declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief. Inclusion of any entity on the List of Creditors Holding 20 Largest Unsecured Claims does not and should not constitute: (1) a waiver of any defense; (2) an acknowledgement of the allowability of any claims; and/or (3) a waiver of any other right, remedy or legal position of the Debtor.

Date: September 5, 2012

Signature:



Michael Stortini, Managing Member

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|----------------------------|---|-----------------|
| In re: |) | Chapter 11 |
| |) | |
| Hill Farm Associates, LLC, |) | Case No.: _____ |
| |) | |
| Debtor. |) | |

**DECLARATION UNDER PENALTY OF
PERJURY REGARDING CREDITOR MATRIX**

Hill Farm Associates, LLC, the above-captioned debtor (the "Debtor"), filed a petition in this court for relief under chapter 11 of the United States Bankruptcy Code. Contemporaneously with the filing of the petition, the Debtor filed a list of its creditors (the "Creditor Matrix"). The Creditor Matrix was submitted to the Court electronically.

I, Michael Stortini, Managing Member of Hill Farm Associates, LLC, hereby declare under penalty of perjury that I have reviewed the attached Creditor Matrix and that it is true and correct to the best of my information and belief.

Date: September 5, 2012

Signature:



Michael Stortini, Managing Member

CREDITOR MATRIX

City of Dover - Property Taxes
P. O. Box 7100
Dover, DE 19903

Cole Construction
21 Woodland Drive
Seaford, DE 19973

Daisy Construction Company
102 Larch Circle, Suite 201
Wilmington, DE 19804

Doveview, LLC
c/o Katherine Mayer, Esq.
McCarter & English, LLP
405 N. King Street
8th Floor
Wilmington, DE 19801

First State Signs, Inc.
122 Rosemary Road
Dover, DE 19901

Investment Property Associates
102 Larch Circle, Suite 201
Wilmington, DE 19804

Kent County - Property Taxes
555 Bay Road
Dover, DE 19901

Kent Signs Co.
2 Brady Lane
Dover, DE 19901

PSC Contracting, Inc.
P.O. Box 319
Delaware City, DE 19706

RSSIAM, LLC
102 Larch Circle, Suite 301
Wilmington, DE 19804

Ryan Homes
Polly Drummond Office Park
Building 1, Suite 1302
Newark, DE 19711

TD Bank
P.O. Box 5600
Lewiston, ME 04243-5600

Ten Bears Environmental
P.O. Box 9711
Newark, DE 19714

Tober & Agnew
21 Gray Fox Ridge
Newark, DE 19711

Woodlawn Landscaping Co.
1124 Darczuk Drive
Garnet Valley, PA 19061

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|----------------------------|---|-----------------|
| In re: |) | Chapter 11 |
| |) | |
| Hill Farm Associates, LLC, |) | Case No.: _____ |
| |) | |
| Debtor. |) | |
| |) | |

STATEMENT OF CORPORATE OWNERSHIP

I, Michael Stortini, Managing Member of Hill Farm Associates, LLC, named as the debtor in this case (the "Debtor"), hereby state pursuant to Fed. R. Bankr. P. 1007(a)(1) that no corporations directly or indirectly own 10% or more of any class of the Debtor's equity interests.

Date: September 5, 2012

Signature:  _____
Michael Stortini, Managing Member

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

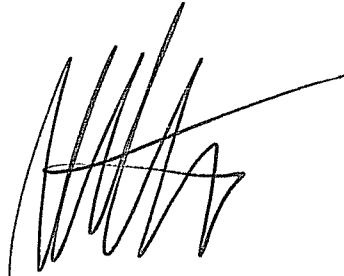
| | | |
|----------------------------|---|-----------------|
| In re: |) | Chapter 11 |
| |) | |
| Hill Farm Associates, LLC, |) | Case No.: _____ |
| |) | |
| Debtor. |) | |

**DECLARATION UNDER PENALTY OF PERJURY
REGARDING LIST OF EQUITY SECURITY HOLDERS**

I, Michael Stortini, Managing Member of Hill Farm Associates, LLC, named as the debtor in this case (the "Debtor"), hereby declare under penalty of perjury that I have read the below List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: September 5, 2012

Signature:



Michael Stortini, Managing Member

List of Equity Security Holders

John A. Corrozi
17 Nivin Ln
Landenberg, PA 19350

Michael A. Stortini
102 Larch Circle, Suite 301
Wilmington, DE 19804

Paul A. Robino
102 Larch Circle, Suite 301
Wilmington, DE 19804