

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court
District of Oregon**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Caplan Landlord, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-3197908	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 510 SW 5th Avenue, Suite 400 Portland, OR <div style="text-align: right; margin-top: 5px;">ZIP Code 97204</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Multnomah	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): 500 SW 5th Avenue Portland, OR 97204	

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 checked="" 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 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 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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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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. 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 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	THIS SPACE IS FOR COURT USE ONLY
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<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): Caplan Landlord, LLC</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</p>			
<p>Location Where Filed: - None -</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</p>			
<p>Name of Debtor: - None -</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>District:</p>		<p>Relationship:</p>	<p>Judge:</p>
<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 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>	
<p>Exhibit C</p>			
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p>Exhibit D</p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p>Information Regarding the Debtor - Venue</p> <p>(Check any applicable box)</p>			
<p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p>Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p>(Check all applicable boxes)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Address of landlord)</p>			
<p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Caplan Landlord, LLC</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X <u>/s/ Chad M. Stokes OSB No.</u> Signature of Attorney for Debtor(s)</p> <p><u>Chad M. Stokes OSB No. 004007</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Cable Huston Benedict Haagensen & Lloyd</u> Firm Name</p> <p><u>1001 SW Fifth Avenue</u> <u>Suite 2000</u> <u>Portland, OR 97204-1136</u> Address</p> <p><u>503-224-3092 Fax: 503-224-3176</u> Telephone Number</p> <p><u>August 4, 2010</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Bruce Wood</u> Signature of Authorized Individual</p> <p><u>Bruce Wood</u> Printed Name of Authorized Individual</p> <p><u>Managing Member</u> Title of Authorized Individual</p> <p><u>August 4, 2010</u> Date</p>	

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re
Caplan Landlord, LLC

) Case No. _____

)
) **EXHIBIT "C-1"**
)

Debtor(s)

) [NOTE: Must be FULLY completed by ALL debtors
) and attached to ALL copies of the Petition.]

(NOTE: You must answer ALL questions. Attach additional sheets if necessary. Use of "UNKNOWN" is NOT acceptable!)

1. DESCRIBE ASSETS REQUIRING TRUSTEE'S IMMEDIATE ATTENTION:
NONE

2. Street address and description of principal assets (note property):
7 floor commercial office building
510 SW 5th Avenue
Portland, OR 97204

3. The BANKRUPTCY DOCUMENT PREPARER DECLARATION below has been completed for any person who helped, for compensation, prepare any of the bankruptcy papers if the debtor does not have an attorney.

I declare under penalty of perjury that the above information provided in this Exhibit "C-1" is true and correct.

DATE: August 4, 2010 /s/ Bruce Wood
Debtor's Signature Phone # Joint Debtor's Signature

BANKRUPTCY DOCUMENT PREPARER DECLARATION

I, the undersigned, declare under penalty of perjury that (1) neither I, nor anyone else listed herein, collected or received any payment from or on behalf of the debtor for court fees in connection with filing the petition; (2) I have received \$_____ from or on behalf of the debtor within the previous 12 month period; (3) \$_____ is the unpaid fee charged to the debtor; and (4) the following is true and accurate about myself and any other assistants:

Individual Name and Firm (Type or Print): _____

Address (Type or Print): _____

Last 4 digits of Social Security Number of all OTHER individuals who prepared or assisted in the preparation of these bankruptcy documents:

Signature: _____ Last 4 digits of Social Security #: _____ Phone #: _____

[NOTE: Penalties up to \$500 per item may be assessed for omission of any required information (11 USC §110; 18 USC §156) and Fed. Bankruptcy Rule 1006 prohibits further payment to any person for services until the court filing fees are paid in full.]

EXHIBIT C-1 (8/8/08)

United States Bankruptcy Court
District of Oregon

In re Caplan Landlord, LLC

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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 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 follows:

Table with 3 rows: For legal services, I have agreed to accept *; Prior to the filing of this statement I have received; Balance Due. Columns include dollar signs and amounts: 100,500.00, 100,500.00, 0.00.

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

Debtors: [] Debtor [X] Other (specify): The retainer was loaned from the personal funds of Glenn Smith (\$60,250), Bruce Wood (\$20,250) and Dave Wiles (\$20,000) to Caplan Landlord, LLC.

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

Debtors: [X] Debtor [] Other (specify):

The compensation disclosed above is a retainer which is earned upon receipt as provided in my firms engagement letter. To the extent our fees and costs exceed the amount of this retainer, those fees and costs will be paid by the Debtor only after an order approving all fees and costs has been entered in this bankruptcy case.

4. [X] 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.

5. 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;
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. [Other provisions as needed]

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

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: _____

/s/ Chad M. Stokes
Chad M. Stokes
Cable Huston Benedict Haagensen & Lloyd
1001 SW Fifth Avenue
Suite 2000
Portland, OR 97204-1136
503-224-3092 Fax: 503-224-3176

United States Bankruptcy Court
District of Oregon

In re Caplan Landlord, LLC
Debtor

Case No. _____

Chapter 11

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 must also 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)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	3,100,000.00		
B - Personal Property	Yes	3	2,331,010.44		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		9,517,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		4,514,017.25	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		12			
Total Assets			5,431,010.44		
Total Liabilities				14,031,017.25	

**United States Bankruptcy Court
District of Oregon**

In re Caplan Landlord, LLC,
Debtor

Case No. _____

Chapter 11

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 Caplan Landlord, LLC Case No. _____
 Debtor

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 cotenant, 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 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 Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
7 floor commercial office building 500 SW 5th Avenue, Portland, OR 97204 (This \$3.1 million appraisal assumes only the first floor is occupied. A separate appraisal of \$8.2 million was obtained assuming that the 2nd, 4th, 5th, 6th and 7th floor leases were added at \$21 sq. ft.)		-	3,100,000.00	9,510,000.00

Sub-Total > **3,100,000.00** (Total of this page)
 Total > **3,100,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Caplan Landlord, LLC

Case No. _____

Debtor

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 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	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
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 cooperatives.		Umpqua Checking Account	-	14,942.25
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **14,942.25**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Caplan Landlord, LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current 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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Account Receivable (Fournier rent due in August)	-	10,667.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Multnomah County Tax overpayment Account # R246119 credit balance is \$2,492.67 Account # R246120 credit balance is \$1,811.52	-	4,304.19
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.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Tax credit for historic designation of building which is contingent upon meeting certain milestones. (Approximately \$360,000 will be held in reserve and pays off tax credit investor on year 5).	-	2,301,097.00

Sub-Total > **2,316,068.19**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Caplan Landlord, LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **2,331,010.44**

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re Caplan Landlord, LLC

Case No. _____

Debtor

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 a creditor, 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" 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" 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 ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No.								
Portland Development Commission 1900 SW Fourth Avenue Suite 700 Portland, OR 97201	X							
		12/2007 500 SW 5th Avenue, Portland, OR 97204 (This \$3.1 million appraisal assumes only the first floor is occupied. A separate appraisal of \$8.2 million was obtained assuming that the 2nd, 4th, 5th, 6th and 7th floor were added at \$21 sq. ft.)						
		Value \$	3,100,000.00				717,000.00	717,000.00
Account No.								
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	X							
		1/2010 500 SW 5th Avenue, Portland, OR 97204 (This \$3.1 million appraisal assumes only the first floor is occupied. A separate appraisal of \$8.2 million was obtained assuming that the 2nd, 4th, 5th, 6th and 7th floor were added at \$21 sq. ft.)						
		Value \$	3,100,000.00				8,800,000.00	5,700,000.00
Account No.								
		Value \$						
Account No.								
		Value \$						
Subtotal (Total of this page)							9,517,000.00	6,417,000.00
Total (Report on Summary of Schedules)							9,517,000.00	6,417,000.00

0 continuation sheets attached

In re Caplan Landlord, LLC

Case No. _____

Debtor

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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

 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 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Caplan Landlord, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY 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, 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, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. 5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204			12/31/09 2nd floor tenant improvements (contingent liability) - 42.88% owner of 5th & Washington Manager, LLC	X			158,024.00
Account No. 5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204			12/31/09 3rd floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	X			168,799.00
Account No. Brian Chenoweth 510 SW 5th Avenue, Suite 500 Portland, OR 97204			1/1/09 5th floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	X			295,317.00
Account No. BridgeCo, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204			1/1/09 4th floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC (BridgeCo, LLC - Bruce Wood 100% owner)	X			250,464.00
Subtotal (Total of this page)							872,604.00

3 continuation sheets attached

In re Caplan Landlord, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204		-	2010 Note for bankruptcy fees				20,000.00	
Account No. CB Richard Ellis Urban Works 1230 SW 1st Avenue, Suite 201 Portland, OR 97204		-	Real Estate Commission (Urban Works Commission)				27,925.00	
Account No. Colliers International 601 SW 2nd Avenue, Suite 1950 Portland, OR 97204		-	Real Estate Commissions (\$75,000 - Brian Chenoweth Commission) (\$75,000 - Dirk Fournier Commission)				150,000.00	
Account No. Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204		-	4/1/09 6th floor tenant improvements (contingent liability) 14.28% owner of 5th & Washington Manager, LLC	X			598,069.00	
Account No. Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204		-	4/2009 Lease credit to offset moving and penalty for cancelling old lease.				32,356.10	
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	828,350.10

In re **Caplan Landlord, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	-		2010 Note for bankruptcy fees				20,000.00	
Account No. Dirk Fournier 510 SW 5th Avenue, Suite 700 Portland, OR 97204	-		4/1/09 7th floor tenant improvements (contingent liability) 14.28% owner of 5th & Washington Manager, LLC	X			736,588.00	
Account No. E*Trade Carl Ference Ballston Tower 671 North Glebe Rd., 12th floor Arlington, VA 22203	-		1/1/09 Tenant Improvement allowance				134,400.00	
Account No. Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	-		9/2008 Development fee due under Development Agreement by and between Caplan Landlord and Foundation Real Estate (owned by Bruce Wood 50% and Angela Wood 50%)				1,635,440.00	
Account No. Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	-		11/09 Short term note to pay off liens on building				87,000.00	
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,613,428.00

In re Caplan Landlord, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035			2010 Note for bankruptcy fees				81,810.15
Account No. Lane Powell 601 SW 2nd Avenue Suite 2100 Portland, OR 97204			10/08 Professional services				51,000.00
Account No. McGlandry & Pullen LLC 101 Federal Street, #1000 Boston, MA 02110			2009 Audit/taxes				6,825.00
Account No. McGlandry & Pullen, LLC 101 Federal Street, Suite 1000 Boston, MA 02110			2009 Accounting Audit				20,000.00
Account No. Will Denecke 2180 SW Oust Drive Lake Oswego, OR 97034			2009 Consulting fee Wiles lease transaction				40,000.00

Sheet no. 3 of 3 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

199,635.15

Total
(Report on Summary of Schedules)

4,514,017.25

In re Caplan Landlord, LLC, Debtor Case No. _____

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.
Caplan Master Tenant, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Master Tenant Agreement - Non residential Real Property (Purpose of assignment is to lease building, collect rents, pay expenses)
CB Richard Ellis Urban Works 1230 SW 1st Avenue, Suite 201 Portland, OR 97204	Listing Agreement
Colliers International 601 SW 2nd Avenue, Suite 1950 Portland, OR 97204	Listing Agreement
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Development Agreement Purpose of assignment is to oversee development of the Building until all development is complete
US National Park Service National Register of Historic Places 1201 I Street NW #2280 Washington, DC 20240	Historic Certification Preservation Application Agreement to qualify for historic tax credit

In re Caplan Landlord, LLC Case No. _____
 Debtor

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 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
5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222
Angela Wood 1709 NW Thompson Portland, OR 97212	Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222
Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222
Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Portland Development Commission 1900 SW Fourth Avenue Suite 700 Portland, OR 97201
Glenn Smith 4091 Colts Foot Lane Lake Oswego, OR 97035	Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222
Glenn Smith 4091 Colts Foot Lane Lake Oswego, OR 97035	Portland Development Commission 1900 SW Fourth Avenue Suite 700 Portland, OR 97201

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Oregon**

In re Caplan Landlord, LLC

Debtor(s)

Case No. _____

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 14 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 4, 2010

Signature /s/ Bruce Wood

Bruce Wood
Managing Member

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
District of Oregon**

In re Caplan Landlord, LLC

Debtor(s)

Case No.

Chapter 11

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; 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 owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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.)

AMOUNT	SOURCE
\$297,688.45	2010 YTD: Business Income
\$556,287.12	2009: Business Income
\$28,738.00	2008: Business Income

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, or 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.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

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 (*) 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

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 \$5,850*. 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	4/12/10	\$21,210.69	\$8,800,000.00
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	5/11/10	\$17,844.99	\$8,800,000.00
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	6/22/10	\$20,685.33	\$8,800,000.00
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	7/19/10	\$20,751.21	\$8,800,000.00

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.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204 Project developer - Bruce Wood 50% and Angela Wood 50%	12/12/09	\$64,002.00	\$1,635,440.00
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204 Project developer - Bruce Wood 50% and Angela Wood 50%	12/23/09	\$64,002.00	\$1,635,440.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204 Project developer - Bruce Wood 50% and Angela Wood 50%	12/28/09	\$64,002.00	\$1,635,440.00
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204 Project Developer - Bruce Wood 50% and Angela Wood 50%	12/30/09	\$64,002.00	\$1,635,440.00
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204 Project developer - Bruce Wood 50% and Angela Wood 50%	6/3/10	\$4,750.00	\$1,635,440.00

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.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
CML-OR 5th, LLC vs. Caplan Landlaord, LLC, et al. Case No. 1007-10613	Complaint for Appointment of Receiver, Foreclosure of Deed of Trust and Breach of Contract	Oregon State Court - Multnomah County	Order to Show Hearing which was postponed from 7/29/2010 to 8/5/2010

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.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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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.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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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 include 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.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official 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.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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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 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.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Ball Janik 1001 SW Main Street Portland, OR 97204	5/22/10 paid from the personal funds of Glenn Smith	\$10,000
Cable Huston 1001 SW 5th Avenue, Suite 2000 Portland, OR 97204	4/7/10 Paid from the personal funds of Glenn Smith and Bruce Wood.	\$500.00
Cable Huston 1001 SW 5th Avenue, Suite 2000 Portland, OR 97204	5/24/10 Paid from personal funds of Glenn Smith, Dave Wiles and Bruce Wood.	\$5,000.00
Cable Huston 1001 SW 5th Avenue, Suite 2000 Portland, OR 97204	6/29/10 Paid from personal funds of Glenn Smith, Dave Wiles and Bruce Wood.	\$10,000.00
Cable Huston 1001 SW 5th Avenue, Suite 2000 Portland, OR 97204	7/28/10 Paid from personal funds of Glenn Smith, Dave Wiles and Bruce Wood.	\$55,000.00
Cable Huston 1001 SW 5th Avenue, Suite 2000 Portland, OR 97204	7/28/10 Paid from personal funds of Glenn Smith, Dave Wiles and Bruce Wood.	\$30,000.00
Ball Janik 1001 SW Main Street Portland, OR 97204	7/26/10 paid from the personal funds of Glenn Smith	\$6,762.19

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Ball Janik 1001 SW Main Street Portland, OR 97204	8/4/10 paid from the personal funds of Glenn Smith	\$2672.96
Ball Janik 1001 SW Main Street Portland, OR 97204	7/26/10 paid from the personal funds of Glenn Smith	\$1,875

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.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Teresa Read Fiserv ISS Company TTEE FBO Teresa Tompkins Read PO Box 5831 Denver, CO 80217 Loaned money for building purchase	10/2008 - 5/2010	\$35,000 in payments (\$1,750 a month) Debtor believes that these transactions are in the ordinary course of its business.
Morry Arnston 01415 SW Radcliffe Lane Portland, OR 97219 Loaned money for building purchase	10/20085 - 5/2010	\$20,000 in payments (\$1,000 a month) Debtor believes that these transactions are in the ordinary course of its business.
Roger Finger 610 NW Spring Avenue Portland, OR 97229 Loaned money for building purchase	10/2008 - 5/2010	\$40,000 in payments (\$2,000 a month) Debtor believes that these transactions are in the ordinary course of its business.

- 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.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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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.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Bank of Clark County 1400 Washington Street Vancouver, WA 98660	Checking Acct No. 8892	\$0.00 Closed 12/08
West Coast 1000 Broadway, Suite 100 Portland, OR 97205	Checking Acct No. 2091	\$0.00 closed 9/08

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 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.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or 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.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Tenants 510SW 5th Avenue Portland, OR 97204	Personal property of tenants \$200,000	5140 SW 5th Avenue Portland, OR 97204

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.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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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.

NAME

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 material.

"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:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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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.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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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.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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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.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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.

NAME	ADDRESS
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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 **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS Connie Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	DATES SERVICES RENDERED 2005 to present
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None b. List all firms or individuals who within the **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.

NAME	ADDRESS	DATES SERVICES RENDERED
McGladry	101 Federal Street, #1000 Boston, MA 02110	3/09 to present

None c. List all firms or individuals who at the time of the 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.

NAME	ADDRESS
Glenn Smith and Connie Smith	4091 Coltsfoot Lane Lake Oswego, OR 97035

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.

NAME AND ADDRESS	DATE ISSUED
National Trust Comm. Invest. Fund II LLC 1785 Massachusetts Avenue NW Washington, DC 20036	8/08
1st Republic 1000 SW Broadway, #1810 Portland, OR 97203	1/10
A10 Capital 950 W. Bannock, #950 Boise, ID 83702	3/2010
Umpqua Bank 1400 Washington Vancouver, WA 98666	9/09
US Bank 321 SW 6th Avenue Portland, OR 97204	10/09
Iron Stone Bank 309 SW 6th Avenue Portland, OR 97204	4/09
Edgewater Finance 18270 SW Boones Ferry Road, Ste 4 Portland, OR 97224	9/09

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.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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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.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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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.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
5th & Washington Manager, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204		90% of Caplan Landlord, LLC
Dave Wiles 510 SW 5th Avenue, Ste 600 Portland, OR 97204		14.28% of 5th & Washington Manager, LLC
Brian Chenoweth 510 SW 5th Avenue, Ste 500 Portland, OR 97204		14.28% of 5th & Washington Manager, LLC
Fournier Family Investments 510 SW 5th Avenue, Ste 700 Portland, OR 97204		14.28% of 5th & Washington Manager, LLC
5th & Washington LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204		42.88% of 5th & Washington Manager, LLC
Bruce Wood 4091 Coltsfoot Lane Lake Oswego, OR 97035		50% of 5th & Washington LLC
Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035		50% of 5th & Washington LLC
Caplan Master Tenant, LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204		10% of Caplan Landlord, LLC
NTCIC II, LLC 1785 Massachusetts Avenue, NW Washington, DC 20036		99.99% of Caplan Master Tenant, LLC
5th & Washington Manager, LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204		00.01% of Caplan Master Tenant, LLC
BridgeCo, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204		14.28 % of 5th & Washington Manager, LLC

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.

NAME	ADDRESS	DATE OF WITHDRAWAL
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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.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions 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, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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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 the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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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 **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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 August 4, 2010

Signature /s/ Bruce Wood
Bruce Wood
Managing Member

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

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

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Oregon**

In re Caplan Landlord, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	3rd floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	Contingent	168,799.00
5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	5th & Washington LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	2nd floor tenant improvements (contingent liability) - 42.88% owner of 5th & Washington Manager, LLC	Contingent	158,024.00
Brian Chenoweth 510 SW 5th Avenue, Suite 500 Portland, OR 97204	Brian Chenoweth 510 SW 5th Avenue, Suite 500 Portland, OR 97204	5th floor Tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	Contingent	295,317.00
BridgeCo, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Bridge Co. 510 SW 5th Avenue, Suite 400 Portland, OR 97204	4th floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	Contingent	250,464.00
Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Note for bankruptcy fees		20,000.00
CB Richard Ellis Urban Works 1230 SW 1st Avenue, Suite 201 Portland, OR 97204	CRB Richard Urban Works 1230 SW 1st Avenue, Suite 201 Portland, OR 97204	Real Estate Commission (Urban Works Commission)		27,925.00

B4 (Official Form 4) (12/07) - Cont.
In re **Caplan Landlord, LLC**

Case No. _____

Debtor(s) _____

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

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Colliers International 601 SW 2nd Avenue, Suite 1950 Portland, OR 97204	Colliers International 601 SW 2nd Avenue, Suite 1950 Portland, OR 97204	Real Estate Commissions (\$75,000 - Brian Chenoweth Commission) (\$75,000 - Dirk Fournier Commission)		150,000.00
Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	6th floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	Contingent	598,069.00
Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	Lease credit to offset moving and penalty for cancelling old lease.		32,356.10
Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	Dave Wiles 510 SW 5th Avenue, Suite 600 Portland, OR 97204	Note for bankruptcy fees		20,000.00
Dirk Fournier 510 SW 5th Avenue, Suite 700 Portland, OR 97204	Dirk Fournier 510 SW 5th Avenue, Suite 700 Portland, OR 97204	7th floor tenant improvements (contingent liability) - 14.28% owner of 5th & Washington Manager, LLC	Contingent	736,588.00
E*Trade Carl Ference Ballston Tower 671 North Glebe Rd., 12th floor Arlington, VA 22203	Carl Ference E*Trade Brokerage Services, Inc. Ballston Tower 671 North Glebe Rd., 12th Floor Arlington, VA 22203	Tenant improvements reimbursement		134,400.00
Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Foundation Real Estate, LLC 510 SW 5th Avenue, Suite 400 Portland, OR 97204	Development fee due under Development Agreement		1,635,440.00
Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	Short term note to pay off liens		87,000.00
Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035	Note for bankruptcy fees		81,810.15

B4 (Official Form 4) (12/07) - Cont.
In re **Caplan Landlord, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Lane Powell 601 SW 2nd Avenue Suite 2100 Portland, OR 97204	Lane Powell 601 SW 2nd Avenue Suite 2100 Portland, OR 97204	Professional services		51,000.00
McGlandry & Pullen, LLC 101 Federal Street, Suite 1000 Boston, MA 02110	McGlandry & Pullen, LLC 101 Federal Street, Suite 1000 Boston, MA 02110	Accounting Audit		20,000.00
Portland Development Commission 1900 SW Fourth Avenue Suite 700 Portland, OR 97201	Portland Development Commission 1900 SW Fourth Avenue Suite 700 Portland, OR 97201	500 SW 5th Avenue, Portland, OR 97204 (This \$3.1 million appraisal assumes only the first floor is occupied. A separate appraisal of \$8.2 million wa		717,000.00 (3,100,000.00 secured)
Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	Rialto Capital Management 850 Third Avenue Suite 16-B New York, NY 10022-6222	500 SW 5th Avenue, Portland, OR 97204 (This \$3.1 million appraisal assumes only the first floor is occupied. A separate appraisal of \$8.2 million wa		8,800,000.00 (3,100,000.00 secured) (717,000.00 senior lien)
Will Denecke 2180 SW Oust Drive Lake Oswego, OR 97034	Will Denecke 2180 SW Oust Drive Lake Oswego, OR 97034	Real Estate Commission		40,000.00

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

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 4, 2010Signature /s/ Bruce Wood**Bruce Wood
Managing Member**

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
District of Oregon**

In re Caplan Landlord, LLC

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
5th & Washington LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204			42.88% of 5th & Washington Manager, LLC
5th & Washington Manager, LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204			90% of Caplan Landlord, LLC
5th & Washington Manager, LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204			00.01% of Caplan Master Tenant, LLC
Brian Chenoweth 510 SW 5th Avenue, Ste 500 Portland, OR 97204			14.28% of 5th & Washington Manager, LLC
Bridge Co. 510 SW 5th Avenue, Suite 400 Portland, OR 97204			14.28% of 5th & Washington Manager, LLC
Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204			50% of 5th & Washington LLC
Bruce Wood 510 SW 5th Avenue, Suite 400 Portland, OR 97204			100% interest of BridgeCo.
Caplan Master Tenant, LLC 510 SW 5th Avenue, Ste 400 Portland, OR 97204			10% of Caplan Landlord, LLC
Dave Wiles Wiles Law Group 510 SW 5th Avenue, Ste 600 Portland, OR 97204			14.28% of 5th & Washington Manager, LLC
Fournier Family Investments 510 SW 5th Avenue, Ste 700 Portland, OR 97204			14.28% of 5th & Washington Manager, LLC
Glenn Smith 4091 Coltsfoot Lane Lake Oswego, OR 97035			50% of 5th & Washington LLC

In re Caplan Landlord, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
NTCIC II, LLC 1785 Massachusetts Avenue, NW Washington, DC 20036			99.99% of Caplan Master Tenant, LLC

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date August 4, 2010Signature /s/ Bruce Wood

**Bruce Wood
Managing Member**

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
District of Oregon**

In re **Caplan Landlord, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 4, 2010**

/s/ Bruce Wood

Bruce Wood/Managing Member

Signer/Title

**United States Bankruptcy Court
District of Oregon**

In re **Caplan Landlord, LLC**

Debtor(s)

Case No.

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Caplan Landlord, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s) equity interests, or states that there are no entities to report under FRBP 7007.1:

5th & Washington LLC
510 SW 5th Avenue, Ste 400
Portland, OR 97204

5th & Washington Manager, LLC
510 SW 5th Avenue, Ste 400
Portland, OR 97204

Brian Chenoweth
510 SW 5th Avenue, Ste 500
Portland, OR 97204

Bridge Co.
510 SW 5th Avenue, Suite 400
Portland, OR 97204

Bruce Wood
510 SW 5th Avenue, Suite 400
Portland, OR 97204

Bruce Wood
510 SW 5th Avenue, Suite 400
Portland, OR 97204

Caplan Master Tenant, LLC
510 SW 5th Avenue, Ste 400
Portland, OR 97204

Dave Wiles
Wiles Law Group
510 SW 5th Avenue, Ste 600
Portland, OR 97204

Fournier Family Investments
510 SW 5th Avenue, Ste 700
Portland, OR 97204

Glenn Smith
4091 Coltsfoot Lane
Lake Oswego, OR 97035

NTCIC II, LLC
1785 Massachusetts Avenue, NW
Washington, DC 20036

None [Check if applicable]

August 4, 2010

Date

/s/ Chad M. Stokes OSB No.

Chad M. Stokes OSB No. 004007

Signature of Attorney or Litigant

Counsel for **Caplan Landlord, LLC**

Cable Huston Benedict Haagensen & Lloyd

1001 SW Fifth Avenue

Suite 2000

Portland, OR 97204-1136

503-224-3092 Fax:503-224-3176

**United States Bankruptcy Court
District of Oregon**

In re Caplan Landlord, LLC

Debtor(s)

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CERTIFICATION PURSUANT TO LBR 1001-1.G

I certify that the foregoing documents have been prepared by a computer and conform to versions of the Official Bankruptcy Forms available and applicable at this time.

The software utilized is Best Case Bankruptcy, developed by Best Case Solutions, Inc.

Dated: August 4, 2010

/s/ Chad M. Stokes OSB No.

Chad M. Stokes OSB No. 004007

Cable Huston Benedict Haagensen & Lloyd

1001 SW Fifth Avenue

Suite 2000

Portland, OR 97204-1136

503-224-3092