

**United States Bankruptcy Court**  
**EASTERN DISTRICT OF WASHINGTON**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):  <b>HW Partners, LLC</b>	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): <b>NONE</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): <b>20-0719227</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):
Street Address of Debtor(No. and Street, City, and State): <b>10 N. Madison</b> <b>Walla Walla WA</b>	Street Address of Joint Debtor(No. and Street, City, and State):
ZIP CODE <b>99362</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Walla Walla</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor(if different from street address): <b>SAME</b>	Mailing Address of Joint Debtor(if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>SAME</b>	ZIP CODE

<b>Type of Debtor</b> (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 type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below  <u>          Limited Liability Company          </u>	<b>Nature of Business</b> (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/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose" <input checked="" type="checkbox"/> Debts are primarily business debts. <hr/> <b>Chapter 11 Debtors:</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business 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).  <b>Check if:</b> <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). <hr/> <b>Check all applicable boxes:</b> <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).
<b>Filing Fee</b> (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.		

<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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. <hr/> <b>Estimated Number of Creditors</b> <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 <hr/> <b>Estimated Assets</b> <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 <hr/> <b>Estimated Liabilities</b> <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	THIS SPACE IS FOR COURT USE ONLY
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>HW Partners, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)		
Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: <b>NONE</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:
<p style="text-align:center;"><b>Exhibit A</b></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><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p>	<p style="text-align:center;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts)                 I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b). <p><input checked="" type="checkbox"/> _____                  Signature of Attorney for Debtor(s) <span style="float:right;">Date</span></p>	
<b>Exhibit C</b>		
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><input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>		
<b>Exhibit D</b>		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition.</p> If this is a joint petition:		
<p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)		
<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 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>		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)		
<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="text-align:right;">_____                  (Name of landlord that obtained judgment)</p> <p style="text-align:right;">_____                  (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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>HW Partners, LLC</b>
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**Signatures**

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

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b)

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

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

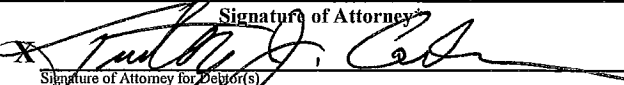
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed name of Foreign Representative)

\_\_\_\_\_  
(Date)

**Signature of Attorney\***

**X**   
Signature of Attorney for Debtor(s)

**Timothy J. Carlson**  
Printed Name of Attorney for Debtor(s)

**Carlson Boyd PLLC**  
Firm Name

**230 S. 2nd St.**  
Address

**Yakima WA 98901**

\_\_\_\_\_  
Telephone Number

**509-834-6611**

**2/8/2011**  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

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

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

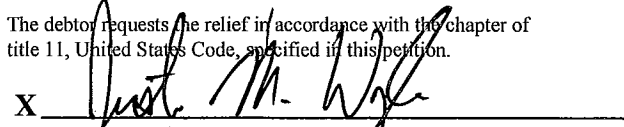
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

**X**   
Signature of Authorized Individual

**Justin M. Wylie**  
Printed Name of Authorized Individual

**Member HW PARTNERS LLC**  
Title of Authorized Individual

**7/8/2011**  
Date

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Debtor(s)

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Monarch Farms Fred Kimball	Phone: Monarch Farms Fred Kimball	Trade Debt		\$ 7,793.92
7 Minnick-Hayner 249 West Alder Walla Walla WA 99362	Phone: Minnick-Hayner 249 West Alder Walla Walla WA 99362	Attorney's fees		\$ 6,380.00
8 Oswalt, Teel & Franklin 7511 West Arrowhead Suite G Kennewick WA 99336	Phone: Oswalt, Teel & Franklin 7511 West Arrowhead Suite G Kennewick WA 99336	Trade Debt		\$ 1,711.00
9 Graham & Dunn PC TRADEMARK Pier 70 2801 Alaskan Way Seattle WA 98121	Phone: Graham & Dunn PC TRADEMARK Pier 70 2801 Alaskan Way Seattle WA 98121	Attorney's fees		\$ 654.00
10 Chapman Cordova 519 Stone Street Walla Walla WA 99362	Phone: Chapman Cordova 519 Stone Street Walla Walla WA 99362	Trade Debt		\$ 420.00

## DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A Limited Liability Company

I, Justin M. Wylie, MEMBER of the Limited Liability Company as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 7/8/2011

Signature: Justin M. Wylie - member HW PARTNERS LLC  
 Name: Justin Wylie  
 Title: MEMBER HW PARTNERS LLC

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

In re *HW Partners, LLC*Case No.  
Chapter 11

Debtor(s)

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

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

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Westmore Lending Opportunity F</i> 8141 E. Kaiser Blvd, Suite 312 Anaheim CA 92808	Phone: <i>Westmore Lending Opportunity F</i> 8141 E. Kaiser Blvd, Suite 312 Anaheim CA 92808		Believed to be considered secured but listed for disclosure purposes	\$ 3,800,000.00
2 <i>Hendrickson's</i> <i>Larson Berg &amp; Perkins</i> 105 N. 3rd Street Yakima WA 98901	Phone: <i>Hendrickson's</i> <i>Larson Berg &amp; Perkins</i> 105 N. 3rd Street Yakima WA 98901		Believed to be considered secured but listed for disclosure purposes	\$ 3,800,000.00
3 <i>MKA Real Estate Qualified Fund</i> 26 Corporate Plaza Dr. Ste 250 Newport Beach CA 92660	Phone: <i>MKA Real Estate Qualified Fund</i> 26 Corporate Plaza Dr. Ste 250 Newport Beach CA 92660		Believed to be considered secured but listed for disclosure purposes	\$ 1,600,000.00
4 <i>Banner Bank</i> <i>Walla Walla Branch</i> 1 E. Alder Street Walla Walla WA 99362	Phone: <i>Banner Bank</i> <i>Walla Walla Branch</i> 1 E. Alder Street Walla Walla WA 99362	Loan		\$ 125,000.00
5 <i>Gary Bergevin Farming</i> PO Box 2293 Walla Walla WA 99362	Phone: <i>Gary Bergevin Farming</i> PO Box 2293 Walla Walla WA 99362	Trade Debt		\$ 75,000.00

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

I, Justin Wylie, a member and authorized agent of the LLC named as the debtor in this case, declare under penalty of perjury that I have read the foregoing petition and list of unsecured creditors and that it is true and correct to the best of my information and belief.

Date 7/8/2011

Signature Justin M. Wylie - member

Justin M. Wylie - member of H.W.  
PARTNERS,  
LLC  
(Print Name and Title)

MINUTES OF MEETING  
OF MEMBERS AND MANAGERS  
HW PARTNERS, LLC

July 7, 2011

A special meeting of Members and Managers of HW Partners, LLC, was held this date. Both Member/Managers were present, specifically Jason D. Huntley and Justin M. Wylie. Notice of meeting was waived.

The Managers discussed the financial situation of the company, the lawsuit in which they are embroiled which was instigated by Lester and Betsydiane Hendrickson in the Superior Court of Walla Walla County, and thereupon adopted the following resolutions:

WHEREAS, the Members and Managers ("Managers") have reviewed the financial situation of HW Partners, LLC, a Washington limited liability company ("Company"), and have discussed alternatives for continued operation of the Company as a going concern considering the pressures being brought against the Company; and

WHEREAS, the Managers have been advised by counsel to the Company regarding the various methods available to the Company for restructuring its financial affairs, including filing for relief under Title 11 of the United States Code (the "Bankruptcy Code"), assignment for the benefit of creditors, or settlement of claims with individual creditors of the Company; and

WHEREAS, the Managers have determined that it is in the best interests of the Company, its creditors, and other interested parties, that the Company attempt to restructure its financial affairs under the provisions of Chapter 11 of the Bankruptcy Code based on the Managers' analysis of each of the other alternatives available; and

WHEREAS, the Managers wish to authorize the Company to take certain actions in connection with commencing and prosecuting a Chapter 11 case, including filing a voluntary petition for relief under the provisions of the Chapter 11 of the Bankruptcy Code and causing a Plan of Reorganization to be prepared for consideration and approval by the Company's creditors and the Bankruptcy Court.

NOW THEREFORE IT IS RESOLVED that, in the judgment of the Managers, it is desirable and in the best interests of the Company, its creditors, and other interested parties, that the Company commence a Chapter 11 case by filing a

voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED that Justin M. Wylie, as Member/Manager of the Company (the "Authorized Officer") be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Washington, in which the principal offices of the Company are located (the "Bankruptcy Court") at such time as said authorized officer executing the same shall determine; and it is

FURTHER RESOLVED that Justin M. Wylie, as Authorized Officer, and Jason D. Huntley shall from time to time designate, be, and hereby are, authorized and empowered on behalf of, and in the name of the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all action that the Authorized Officer may deem necessary, proper, or desirable in connection with the Chapter 11 case, and either of them is authorized to sign any and all documents as might be necessary; and it is

FURTHER RESOLVED that the law firm of Carlson Boyd & Bailey, PLLC, with offices at Yakima, Washington, be, and hereby is, employed as attorneys for the Company under a general retainer and pursuant to such other terms and conditions as the Authorized Officer may determine and as set forth in a written retainer agreement; and it is

FURTHER RESOLVED that Justin M. Wylie, as Authorized Officer, and Jason D. Huntley, be, and hereby are, authorized and empowered on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, and other professionals to assist in the Company's Chapter 11 case on such terms as are deemed necessary, proper, or desirable; and it is

FURTHER RESOLVED that Justin M. Wylie, as Authorized Officer, and Jason D. Huntley are authorized and empowered on behalf of, and in the name of, the Company to take such action as may reasonably be required to settle or reduce the claims of creditors of the Company and/or receive value from the use or sale of the Company's assets prior to the commencement of the Company's Chapter 11 case; and it is

FURTHER RESOLVED that Justin M. Wylie, as Authorized Officer, and Jason D. Huntley shall, with the assistance of counsel, enter into discussions with creditors of the Company with respect to the terms and conditions of an acceptable Plan of Reorganization, and take such actions as may be required to obtain the approval of such Plan by the Company's creditors and the Bankruptcy

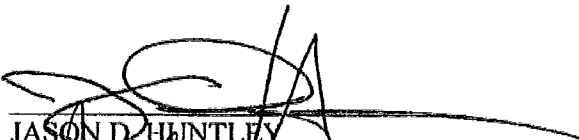


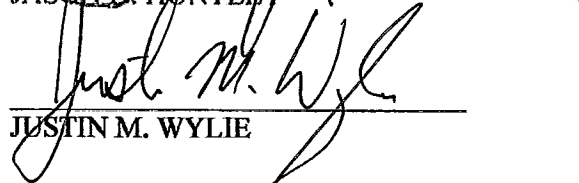
Court (including, without limitation, preparation of an adequate Disclosure Statement); and it is

FURTHER RESOLVED that upon confirmation of the Plan of Reorganization the officers of the Company shall take such actions as may be reasonably required in order for the Company to perform its obligations under such Plan, including entering into such agreements with creditors of the Company as may be necessary to restructure any outstanding obligations of the Company to such creditors; and it is

FURTHER RESOLVED that the Members/Managers shall continue to meet on a regular basis during the Chapter 11 case to discharge their duties as the debtor-in-possession of the Company's assets.

There being no further business to come before the meeting, it was duly adjourned.

  
\_\_\_\_\_  
JASON D. HUNTLEY

  
\_\_\_\_\_  
JUSTIN M. WYLIE

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON

In re *HW Partners, LLC*,

Case No.  
Chapter 11

\_\_\_\_\_/ Debtor  
Attorney for Debtor: *Timothy J. Carlson, Carlson Boyd, PLLC*

VERIFICATION OF CREDITOR MATRIX

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: 7/8/2011

*Justin M. Wyle* member *HW PARTNERS*  
Debtor LLC

HW Partners, LLC  
10 N. Madison  
Walla Walla, WA 99362

Banner Bank  
Walla Walla Branch  
1 E. Alder Street  
Walla Walla, WA 99362

Chapman Cordova  
519 Stone Street  
Walla Walla, WA 99362

Gary Bergevin Farming  
PO Box 2293  
Walla Walla, WA 99362

Graham & Dunn PC  
TRADEMARK  
Pier 70 2801 Alaskan Way Suite  
Seattle, WA 98121

Hendrickson's  
Larson Berg & Perkins  
105 N. 3rd Street  
Yakima, WA 98901

Minnick-Hayner  
249 West Alder  
Walla Walla, WA 99362

MKA Real Estate  
26 Corporate Plaza Dr. Ste 250  
Newport Beach, CA 92660

Monarch Farms  
Fred Kimball

Oswalt, Teel & Franklin  
7511 West Arrowhead Suite G  
Kennewick, WA 99336

Westmore Lending Opportunity F  
8141 E. Kaiser Blvd, Suite 312  
Anaheim, CA 92808

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

In re *HW Partners, LLC*Case No.  
Chapter 11

Debtor(s)

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

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

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 <i>Westmore Lending Opportunity F</i> 8141 E. Kaiser Blvd, Suite 312 Anaheim CA 92808	Phone: <i>Westmore Lending Opportunity F</i> 8141 E. Kaiser Blvd, Suite 312 Anaheim CA 92808		Believed to be considered secured but listed for disclosure purposes	\$ 3,800,000.00
2 <i>Hendrickson's</i> <i>Larson Berg &amp; Perkins</i> 105 N. 3rd Street Yakima WA 98901	Phone: <i>Hendrickson's</i> <i>Larson Berg &amp; Perkins</i> 105 N. 3rd Street Yakima WA 98901		Believed to be considered secured but listed for disclosure purposes	\$ 3,800,000.00
3 <i>MKA Real Estate Qualified Fund</i> 26 Corporate Plaza Dr. Ste 250 Newport Beach CA 92660	Phone: <i>MKA Real Estate Qualified Fund</i> 26 Corporate Plaza Dr. Ste 250 Newport Beach CA 92660		Believed to be considered secured but listed for disclosure purposes	\$ 1,600,000.00
4 <i>Banner Bank</i> <i>Walla Walla Branch</i> 1 E. Alder Street Walla Walla WA 99362	Phone: <i>Banner Bank</i> <i>Walla Walla Branch</i> 1 E. Alder Street Walla Walla WA 99362	Loan		\$ 125,000.00
5 <i>Gary Bergevin Farming</i> PO Box 2293 Walla Walla WA 99362	Phone: <i>Gary Bergevin Farming</i> PO Box 2293 Walla Walla WA 99362	Trade Debt		\$ 75,000.00

Debtor(s)

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

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 Monarch Farms Fred Kimball	Phone: Monarch Farms Fred Kimball	Trade Debt		\$ 7,793.92
7 Minnick-Hayner 249 West Alder Walla Walla WA 99362	Phone: Minnick-Hayner 249 West Alder Walla Walla WA 99362	Attorney's fees		\$ 6,380.00
8 Oswalt, Teel & Franklin 7511 West Arrowhead Suite G Kennewick WA 99336	Phone: Oswalt, Teel & Franklin 7511 West Arrowhead Suite G Kennewick WA 99336	Trade Debt		\$ 1,711.00
9 Graham & Dunn PC TRADEMARK Pier 70 2801 Alaskan Way Seattle WA 98121	Phone: Graham & Dunn PC TRADEMARK Pier 70 2801 Alaskan Way Seattle WA 98121	Attorney's fees		\$ 654.00
10 Chapman Cordova 519 Stone Street Walla Walla WA 99362	Phone: Chapman Cordova 519 Stone Street Walla Walla WA 99362	Trade Debt		\$ 420.00

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A Limited Liability Company**

I, Justin M. Wylie, MEMBER of the Limited Liability Company as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 7/8/2011

Signature: Justin M. Wylie - member HW PARTNERS LLC  
 Name: Justin Wylie  
 Title: MEMBER HW PARTNERS LLC

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

I, Justin Wylie, a member and authorized agent of the LLC named as the debtor in this case, declare under penalty of perjury that I have read the foregoing petition and list of unsecured creditors and that it is true and correct to the best of my information and belief.

Date 7/8/2011

Signature Justin M. Wylie - member

Justin M. Wylie - member of H.W.  
PARTNERS,  
LLC  
(Print Name and Title)