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B1 (Official Form 1) (4/10) **United States Bankruptcy Court** Voluntary Petition **District of Maryland** Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): Hill Enterprises, Inc. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): **52-0964494** EIN (if more than one, state all): Street Address of Debtor (No. & Street, City, State & Zip Code): Street Address of Joint Debtor (No. & Street, City, State & Zip Code): 8040 Queenair Drive Gaithersburg, MD **ZIPCODE 20879** ZIPCODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Montgomery Mailing Address of Debtor (if different from street address) Mailing Address of Joint Debtor (if different from street address): ZIPCODE ZIPCODE Location of Principal Assets of Business Debtor (if different from street address above): 8040 Queenair Drive, Gaithersburg, MD **ZIPCODE 20879** Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) ☐ Chapter 15 Petition for Health Care Business Chapter 7 Individual (includes Joint Debtors) Single Asset Real Estate as defined in 11 Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. U.S.C. § 101(51B) Chapter 11 Main Proceeding ✓ Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Stockbroker
Commodity Broker Partnership Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, Nonmain Proceeding check this box and state type of entity below.) Clearing Bank Nature of Debts Other | (Check one box.) Debts are primarily consumer ✓ Debts are primarily **Tax-Exempt Entity** debts, defined in 11 U.S.C. business debts. (Check box, if applicable.) § 101(8) as "incurred by an Debtor is a tax-exempt organization under individual primarily for a Title 26 of the United States Code (the personal, family, or house-Internal Revenue Code). hold purpose." Filing Fee (Check one box) Chapter 11 Debtors Check one box: **▼** Full Filing Fee attached Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). ✓ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's Check if: consideration certifying that the debtor is unable to pay fee Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less except in installments. Rule 1006(b). See Official Form 3A. than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Filing Fee waiver requested (Applicable to chapter 7 individuals Check all applicable boxes: only). Must attach signed application for the court's A plan is being filed with this petition consideration. See Official Form 3B. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). Statistical/Administrative Information THIS SPACE IS FOR Debtor estimates that funds will be available for distribution to unsecured creditors. COURT USE ONLY 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  $\square$ П П П 1-49 50-99 100-199 200-999 1,000-5,001-10,001-25 001-50 001-Over 10,000 5 000 25,000 50,000 100,000 100,000 Estimated Assets  $\square$ П \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 \$50,000,001 to \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 \$1 million \$10 million to \$50 million \$100 million to \$500 million to \$1 billion \$1 billion Estimated Liabilities 

\$500,000,001 More than

to \$500 million to \$1 billion

\$50,000,001 to \$100,000,001

to \$50 million \$100 million

 $\mathbf{M}$ 

\$10 million

\$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001

\$1 million

\$500,000

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\$0 to

\$50,000 \$100,000

B1 (Official Form 1) (4/10)	ned 00/00/10 Tage 21	Page Page
Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): Hill Enterprises, Inc.	
Prior Bankruptcy Case Filed Within Last 8	Years (If more than two, attach	additional sheet)
Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or	Affiliate of this Debtor (If mo	re than one, attach additional sheet)
Name of Debtor: None	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  Exhibit A is attached and made a part of this petition.	whose debts are primarily consumer debts.)	
	Signature of Attorney for Debtor(s)	Date
Exhi  (To be completed by every individual debtor. If a joint petition is filed, e  Exhibit D completed and signed by the debtor is attached and ma		ch a separate Exhibit D.)
If this is a joint petition:  Exhibit D completed and signed by the joint debtor is attached and material in the period of the p	•	
		is District for 180 days immediately
☐ There is a bankruptcy case concerning debtor's affiliate, general	partner, or partnership pending in	this District.
Debtor is a debtor in a foreign proceeding and has its principal proor has no principal place of business or assets in the United States in this District, or the interests of the parties will be served in reg	but is a defendant in an action or pr	oceeding [in a federal or state court]
Certification by a Debtor Who Resident (Check all app Landlord has a judgment against the debtor for possession of debtor	olicable boxes.)	
(Name of landlord or less	or that obtained judgment)	
(Address of lan  Debtor claims that under applicable nonbankruptcy law, there are the entire monetary default that gave rise to the judgment for poss	dlord or lessor) circumstances under which the desession, after the judgment for poss	ebtor would be permitted to cure
Debtor has included in this petition the deposit with the court of a filing of the petition.	any rent that would become due du	ring the 30-day period after the
☐ Debtor certifies that he/she has served the Landlord with this certifies	ification. (11 U.S.C. § 362(1)).	

B1 (Official Form 1) (4/10)	Page
Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): Hill Enterprises, Inc.
	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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 State 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.	I declare under penalty of perjury that the information provided in thi petition is true and correct, that I am the foreign representative of a debto 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.  Signature of Foreign Representative
X	Printed Name of Foreign Representative
Signature of Joint Debtor	
Telephone Number (If not represented by attorney)	Date
Date Signature of Attorney*	
X /s/ Philip J. McNutt Signature of Attorney for Debtor(s)  Philip J. McNutt 491258 Philip J. McNutt 800 Delaware Avenue, 10th Floor Wilmington, DE 20036 (302) 652-8400 Fax: (302) 652-8405 pmcnutt@hughesbentzen.com	Signature of Non-Attorney 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); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for service chargeable by bankruptcy petition preparers, I have given the debtornotice 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
June 8, 2010  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.	Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  Address
Signature of Debtor (Corporation/Partnership)	x
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X /s/ Rayola Hill	Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Date  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:
Signature of Authorized Individual	
Rayola Hill Printed Name of Authorized Individual	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
Title of Authorized Individual	A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result
June 8, 2010	in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

# United States Bankruptcy Court District of Maryland

IN RE:	Case No.
Hill Enterprises, Inc.	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).

(1)	(2)	(3)	(4)	(5)
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)
Department Of The Treasury Internal Revenue Service Cincinnati, OH 45999-0012				2,099,822.92
1st Mariner Bank C/O Hofmeister & Leavers, LLC 409 Washington Ave, Ste. 210 Towson, MD 21204	1st Mariner Bank P.O. Box 25959 3301 Boston Street Baltimore, MD 21224 (410) 342-2600			1,507,706.00 Collateral 50.00 Unsecured 1,507,656.00
1st Mariner Bank C/O Hofmeister & Leavers, LLC 409 Washington Ave, Ste. 210 Towson, MD 21204	1st Mariner Bank P.O. Box 25959 3301 Boston Street Baltimore, MD 21224 (410) 342-2600			553,989.36 Collateral 50.00 Unsecured 553,989.36
Mikala, inc 7935 Queenair Drive Gaithersburg, MD 20879				320,732.47
1st Mariner Bank C/O Hofmeister & Leavers, LLC 409 Washington Ave, Ste. 210 Towson, MD 21204	1st Mariner Bank P.O. Box 25959 3301 Boston Street Baltimore, MD 21224 (410) 342-2600			141,396.17 Collateral 50.00 Unsecured 141,396.17
PENSCO Trust Company Custodian C/O WERTHEIMER & CIAZZA, LLC 7700 Old Georgetown Road, Suite 500 Bethesda, MD 20814	Lisa Sincere, Esq.			125,000.00 Collateral 50.00 Unsecured 125,000.00
Comptroller Of Maryland Revenue Administration Division Annapolis, MD 21411-0001				103,309.54
Rayola & Alexander James Hill 13933 Wayside Drive Clarksville, MD 20129				92,092.08
Custom Plywood 301 Quality Avenue New Albany, IN 47150	(612) 944-7300			42,000.00
David A. Slacter Suite 601 North 7315 Wisconsin Avenue Bethesda, MD 20814				38,310.93
The Hartford Insurance Company P.O Box 2907 Hartford, CT 06104-2907		· · · · · · · · · · · · · · · · · · ·		24,228.60

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E-J Enterprises C/O John P. Lynch 6411 Ivy Lane, Ste 200 Greenbelt, MD 20770	E-J Enterprises 7280 Annapolis Road Glen Burnie, MD 21061	16,606.81
Professional Finishes Inc. C/O Andalman Flynn 3601 Georgia Avenue Ste 504 Silver Spring, MD 20910		16,295.85
Direct Energy Business C/O Jeffrey M. Lippman 4 Resevoir Circle Baltimore, MD 21208-7301		16,284.86
Pepco 701 Ninth Street NW Washington, DC 20068-0001		11,816.72
Atlantic Plywood P.O. Box 83291 Woburn, MA 01813-3291		11,346.06
James Toula 20904 Layton Ridge Road Laytonsville, MD 20882		10,950.00
Ronald Ambrose 2181 Scrabble Road Martinsburg, WV 25404		10,950.00
Thomas Douglas 11330 Hessong Bridge Road Thurmont, MD 21788		10,950.00
Anibal Farfan 5325 Randolph Road, #4 Rockville, MD 20852		10,950.00
DECLARATION UNDER P	ENALTY OF PERJURY ON BEHALF OF A CORPORATION	ON OR PARTNERSHIP
	zed agent of the corporation][or a member or an authorized agent that I have read the foregoing list and that it is true and correct to	
Date: June 8, 2010	Signature: /s/ Rayola Hill	
	Rayola Hill,	
		(Print Name and Title)

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### United States Bankruptcy Court District of Maryland

IN RE:		Case No.
Hill Enterprises, Inc.		Chapter 11
	Debtor(s)	
	VERIFICATION OF CREDITO	OR MATRIX
The above named debtor(s) h	ereby verify(ies) that the attached matrix listing	ng creditors is true to the best of my(our) knowledge.
		,,,,
Date: June 8, 2010	Signature: /s/ Rayola Hill	
	Rayola Hill,	Debtor
Date:	Signature:	
		loint Debtor, if any

1st Mariner Bank C/O Hofmeister & Leavers, LLC 409 Washington Ave, Ste. 210 Towson, MD 21204

1st Mariner Bank P.O. Box 25959 3301 Boston Street Baltimore, MD 21224

Access Metals, Inc. 8866 Kelso Drive Essex, MD 21221

Affordable First Aid & Safety P.O. Box 1089 Bowie, MD 20718

Airgas East C/O Baylinson, Kudysh And Greenberg 303 S. Main Street, Lower Level Mt. Airy, MD 21771

Alexander J Hill, III 13933 Wayside Drive Clarksville, MD 20129

Andy Armstrong 11013 Garrison Hollow Road Clear Spring, MD 21722

Anibal Farfan 5325 Randolph Road, #4 Rockville, MD 20852 Atlantic Plywood P.O. Box 83291 Woburn, MA 01813-3291

Auto Desk Inc. C/O Bruce Eads 300 Lakeside Drive, Suite 1900 Oakland, CA 94612

Brad Wright Belgian Capital Partners, LLC 10819 Hobson Street Kensington, MD 20895

Byron K. Johnson 20721 Crystal Hill Cirlce Apartment J Germantown, MD 20874

C.R. Laurence Company 1511 Lancer Drive Moorestown, NJ 08057

Cedarbrook Business Services Suite 1A 4500 Black Rock Road, P.O. Box 709 Hampstead, MD 21074

Centre Lumber & Plywood Co., Inc. P.O. Box 49 6555 Traffic Street Ridgewood, NY 11385

Charles Cookson 9207 Oriole Place Gaithersburg, MD 20879 Charles G. G. Schmidt & Co., Inc. 301 West Grand Avenue Montvale, NJ 07645

Chris Zeiner 837 Concord Street Hagerstown, MD 21740

Comptroller Of Maryland Revenue Administration Division Annapolis, MD 21411-0001

Counter Intelligence 8951 Brookville Road Silver Spring, MD 20910

Curtin's Custom Cabinetry & Millwork 78775 N. Frederick Avenue Suite K & L Gaithersburg, MD 20809

Custom Plywood 301 Quality Avenue New Albany, IN 47150

David A. Slacter Suite 601 North 7315 Wisconsin Avenue Bethesda, MD 20814

David Gresh C/O Stein Sperling Bennet De Jong Drisco 25 West Middle Lane Rockville, MD 20850 Department Of The Treasury Internal Revenue Service Cincinnati, OH 45999-0012

Dieter Cathcart 18429 Bishopstone Court Montgomery Village, MD 20886

Dimensional Marble & Tile 15932 Derwood Road Gaithersburg, MD 20878

Direct Energy Business C/O Jeffrey M. Lippman 4 Resevoir Circle Baltimore, MD 21208-7301

Donald Sloat, Jr. 562 E. Church Street Frederick, MD 21701

Dove Toner & Office Supplies 8204 Legation Road New Carrollton, MD 20784

E-J Enterprises C/O John P. Lynch 6411 Ivy Lane, Ste 200 Greenbelt, MD 20770

E-J Enterprises 7280 Annapolis Road Glen Burnie, MD 21061 ESP Metals 379 Harman Street Brooklyn, NY 11237

ETW, LLC C/O Slater, Tenaglia, Fritz, & Hunt, P.A P.O. Box 5476 Mt. Laurel, NJ 08054

ETW, LLC P.O Box 841758 Dallas, TX 75284

Eversharp Machinery, LLC 4814 Hollywood Road College Park, MD 20740

Fastenal Company 16820 Oakmont Avenue Gaithersburg, MD 20877

Felix Sarmiento 5051 Croyden Court Frederick, MD 21703

Forms & Surfaces 30 Pine Street Pittsburgh, PA 15223

Formwood Industries C/O Coface Collections North America 50 Millstone Road, Bldg 100 - Ste 360 East Windsor, NJ 08520 Fredys Herrera 19555 Taverney Drive Gaithersburg, MD 20879

Friedlander, Friedlander, & Earman, P.C. 1364 Beverly Road, Ste 201 McLean, VA 22101

G&H Welding And Fabrication, Inc. 7855 Cessna Avenue Gaithersburg, MD 20879

General Automotive Servicenter, Inc. 8041 Queenair Drive, #7&8 Gaithersburg, MD 20879

Grainger
Dept. 811307826
Palatine, IL 60038-0001

Ivis Marble & Granite, Inc.
8041 Queenair Drive, Unit # 4
Gaithersburg, MD 20879

James Drury 4993 Linganore View Drive Monrovia, MD 21770

James Toula 20904 Layton Ridge Road Laytonsville, MD 20882

Jarrett Winston 19704 Mayhill Terrace Gaithersburg, MD 20879 Jose Farfan 5325 Randolph Road, #4 Rockville, MD 20852

Kelly & Associates Insurance Group 301 International Circle Hunt Valley, MD 21030

Klon O Row, Inc. C/O Baylinson, Kudysh And Greenberg 303 S. Main Street, Lower Level Mt. Airy, MD 21771

Luc Fiedler 13623 Louisville Road Mount Airy, MD 21771

Martin Wiegand, Inc. 600 Chillum Place, N.E. Washington, DC 20011-1502

Mavin Cavanaugh 1222 Shanghai Road Berkley Springs, WV 25411

MBC Precision Imaging 9130 Red Branch Road Columbia, MD 21045

MGF Cleaning 9009 Bush Creek Circle Frederick, MD 21703

Michael Davis 1134 Oak View Drive Mt. Airy, MD 20872 Michael Gross 5530 Wisconsin Avenue, Suite 1127 Chevy Chase, MD 20815

Mikala, Inc 7935 Queenair Drive Gaithersburg, MD 20879

Optimum Choice C/O Jeffrey L. Friedman 100 Owings Court, Sute 4 Relsterstown, MD 21136

Paul Alpuche Lerch, Early & Brewer 3 Metro Center, Suite 460 Bethesda, MD 20814

PENSCO Trust Company Custodian C/O WERTHEIMER & CIAZZA, LLC 7700 Old Georgetown Road, Suite 500 Bethesda, MD 20814

Pepco 701 Ninth Street NW Washington, DC 20068-0001

Professional Finishes Inc. C/O Andalman Flynn 3601 Georgia Avenue Ste 504 Silver Spring, MD 20910

Ralph S. Alberts Company, Inc. 60 Choate Circle Montoursville, PA 17754 Rayola & Alexander James Hill 13933 Wayside Drive Clarksville, MD 20129

Retirement Planners & Administrators Inc 7639 Leesburg Pike Falls Church, VA 22043

Rex Lumber P.O. Box 845425 Boston, MA 02284-5425

Robert Cavanagh 1222 Shanghai Road Berkley Spring, WV 25411

Ronald Ambrose 2181 Scrabble Road Martinsburg, WV 25404

RPG Digital Print Solutions C/O Greenberg, Grant & Richards, Inc. 5858 Westheimer, 5th Floor Houston, TX 77057

Sangeeta Shrestha 416 Belton Court Silver Spring, MD 20901

Sprint P.O. Box 8077 London, KY 40742 State Of Maryland DLLR Division Of Unemployment Insurance P.O. Box 1844 Baltimore, MD 21203-1844

Suburban Propane P.O. Box 456 Prince Frederick, MD 20678-0456

T. Baird McIlvain Company C/O Becker & Stausbaugh, P.C. 544 Carlisle Street Hanover, PA 17331

The Cayce Company 221-B Cockeysville Road Hunt Valley, MD 21030

The Hartford Insurance Company P.O Box 2907 Hartford, CT 06104-2907

The Sherwin-Williams Co. Accounts Receivable Dept. 18761 N. Frederick Road, Ste EE Gaithersburg, MD 20879

Thomas Douglas 11330 Hessong Bridge Road Thurmont, MD 21788

Veneer Specialists P.O. Box 97 Lemont, IL 60439 W. Hal Wyatt, CPA, PC 118 Carlisle Street, Suite 100 Hanover, PA 17331

Washington Gas Attn: Customer Care 6801 Industrial Road Springfield, VA 22151

Waste Management Of Maryland, Inc. 6994 Columbia Gateway Drive, Ste 200 Columbia, MD 21046

William Lowe 117 West Moler Ave Martinsburg, WV 25401

XO Communications 8851 Sandy Parkway Sandy, UT 84070