

**United States Bankruptcy Court
District of Delaware**

In re Forward Foods LLC

Debtor(s)

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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	8	\$21,297,873.43		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		\$18,615,352.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	14		\$409,534.46	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	43		\$6,339,343.77	
G - Executory Contracts and Unexpired Leases	Yes	3			
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		72	\$21,297,873.43	\$25,364,230.23	

In re Forward Foods LLC Debtor(s)

Case No. _____

SCHEDULE A - REAL PROPERTY

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

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

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

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

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
-NONE-				

Total: **\$0.00**
(Report also on Summary of Schedules)

In re Forward Foods LLC
Debtor

Case No. _____

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 petitioner 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.		Operating Account Citibank 2121 Palomar Airport Road #150 Carlsbad, CA 92011	-	14,213.22
		Payroll Account Citibank 2121 Palomar Airport Road #150 Carlsbad, CA 92011	-	500.00
		Lockbox Account Citibank 2121 Palomar Airport Road #150 Carlsbad, CA 92011	-	1,580.33
3. Security deposits with public utilities, telephone companies, landlords, and others.		Truck Leasing Deposit - BAR (10/25/06) Penske Truck Leasing 1405 Glendale Avenue Sparks, NV 89431	-	4,000.00
		Security Deposit for Lease of 2542 Business Parkway, Suite 2 (06/05/02) David B. Davis, Davis Family Trust - Landlord P.O. Box 1360 Gardnerville, NV 89410-1360	-	8,500.00
		Security Deposit for Lease of 2548 Business Parkway (09/01/06) David B. Davis, Davis Family Trust - Landlord P.O. Box 1360 Gardnerville, NV 89410-1360	-	17,000.00
		Utility Deposit for 2542 Business Parkway (03/16/05) Southwest Gas P.O. Box 98890 Las Vegas, NV 89150-0101	-	6,605.00

Sub-Total > **52,398.55**
(Total of this page)

7 continuation sheets attached to the Schedule of Personal Property

In re Forward Foods 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
		Utility Deposit for 2548 Business Parkway (05/01/07) Southwest Gas P.O. Box 98890 Las Vegas, NV 89150-0101	-	3,370.00
		Utility Deposit (05/31/08) NV Energy 875 E. Long Street Carson City, NV 89706	-	16,865.00
		NCH Marketing - Coupon Redeeming Company (07/31/08) 155 Pfingsten Road Suite 200 Deerfield, IL 60015	-	7,500.00
		NCH Marketing - Coupon Redeeming Company (12/31/08) 155 Pfingsten Road Suite 200 Deerfield, IL 60015	-	5,000.00
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.		Prepaid Insurance Cananwill, Inc. 1000 Milwaukee Avenue Glenview, IL 60025	-	90,000.00
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	122,735.00
			(Total of this page)	

Sheet 1 of 7 continuation sheets attached to the Schedule of Personal Property

In re Forward Foods 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.		Minden, NV Location	-	1,425,496.21
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.	X			
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.	X			

Sub-Total > **1,425,496.21**
(Total of this page)

Sheet 2 of 7 continuation sheets attached to the Schedule of Personal Property

In re Forward Foods LLC

Case No. _____

Debtor

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.		Detour Tradename (Book Value as of 12/31/08)	-	7,163,933.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Goodwill (Book Value as of 12/31/08)	-	6,182,134.00
		Customer Relationships (Book Value as of 12/31/08)	-	3,845,067.00
		Noncompete Agreement with David Jenkins (Book Value as of 12/31/08)	-	410,400.00
		Deferred Financing Costs (Book Value as of 12/31/08)	-	146,340.00
		License to Use the "Designer Whey", "Designer Whey Protein" and "Whey to Live" Trademarks from Next Proteins, Inc. (Book Value as of 12/31/08)	-	0.00
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.		LP290 Poly Projector	-	197.59
		Clary Business Machines	-	473.46
		Video Camera Security System	-	2,548.99
		Sony Storstation Tape Autoloader	-	829.68
		HP Duo CDRW/DVD XPP 15"	-	369.54
	HP Color Laserjet 3800DN	-	380.27	

Sub-Total > **17,752,673.53**
(Total of this page)

Sheet 3 of 7 continuation sheets attached
to the Schedule of Personal Property

In re **Forward Foods LLC**

Case No. _____

Debtor

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
		HP Notebook	-	359.67
		HP Notebook	-	359.67
		HP Notebook	-	359.67
		HP Duo CDRW/DVD XPP 15"	-	361.00
		HP Duo CDRW/DVD XPP 15"	-	392.96
		HP Duo CDRW/DVD XPP 15"	-	392.96
		HP Duo CDRW/DVD XPP 15"	-	392.96
		(5) HP Docking Stations	-	270.83
		HP Duo CDRW/DVD XPP 15"	-	429.82
		HP Duo CDRW/DVD XPP 15"	-	429.82
		HP Duo CDRW/DVD XPP 15"	-	429.82
		HP Compaq Business Notebook w/ Docking Station	-	585.64
		HP Compaq Business Notebook w/ Docking Station	-	585.64
		HP Compaq Business Notebook w/ Docking Station	-	589.97
		HP Compaq Business Notebook w/ Docking Station	-	589.97
		HP ProLiant DL 140 G3 - Dual Core Xeon	-	739.42
		Andy Ramirez - Upgraded Server	-	83.33
		Insight	-	120.76
		Insight	-	122.31
		E Squared C Wireless Network	-	566.77
		Refurbished Printer	-	4,420.26
29. Machinery, fixtures, equipment, and supplies used in business.		Peerless Mixer	-	5,853.66
		80 Qt. Hobart Mixer	-	3,314.59
		90 Degree Conveyor	-	130.39

Sub-Total > **21,881.89**
(Total of this page)

Sheet 4 of 7 continuation sheets attached
to the Schedule of Personal Property

In re Forward Foods LLC

Case No. _____

Debtor

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
		Slitter Scrap Conveyor	-	971.02
		Metal Detector	-	8,899.07
		Wrapper 1 & 2	-	140,915.13
		Cooling Tunnels	-	24,847.31
		Slitter	-	3,125.09
		Guillotine & Touch Control Screen	-	42,276.49
		Custom Fabrication Slab Former	-	17,510.52
		Miscellaneous Conveyors	-	134,094.29
		Carmel Wheel & Support Equipment	-	18,849.30
		Glycol System	-	8,729.82
		Spreader	-	9,430.41
		Boiler	-	18,577.39
		Shaffer Mixer	-	14,100.07
		Carmel System Mezzanine	-	3,206.28
		Nut Dropper	-	1,712.09
		Sanitation Station	-	416.57
		Takeaway Conveyor (CPA #2003-07)	-	2,350.62
		Cherry Burrell	-	3,691.05
		Woody Stringer	-	9,391.67
		Count Scale	-	256.60
		Benko Hot Box	-	5,137.26
		Enrober	-	92,620.19
		Rental Equipment	-	1,335.55
		Floor Platform Scale	-	411.65

Sub-Total > **562,855.44**
(Total of this page)

Sheet 5 of 7 continuation sheets attached
to the Schedule of Personal Property

In re Forward Foods LLC

Case No. _____

Debtor

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
		Wash Room Repairs	-	2,520.96
		Chocolate Melters	-	16,540.15
		APV Slab Former	-	24,394.37
		Second Topical Depositor	-	4,640.33
		Jump Conveyor	-	380.70
		COP Wash Tank & Freight	-	8,857.33
		COP Wash Tank (Sani-Matic) 30% Deposit	-	3,532.50
		Drew Karol Industries Conveyor Parts	-	18,414.38
		ADCO	-	85,461.06
		Warehouse Equipment - 2002	-	7,508.25
		Warehouse Equipment - 2003	-	7,055.67
		Steel Platform	-	106.75
		Stainless Cleaning Tubes	-	1,010.16
		Compressor	-	1,480.31
		Pallet Scale	-	406.69
		Zjet Box Printer	-	1,189.09
		Dust Collection System CPA 2003-06	-	2,262.37
		Wash/Sanitation Room Remodel CPA 2003-10	-	1,234.79
		Trash Compactor CPA 2004	-	5,687.49
		Warehouse Improvements	-	69,032.26
		General Construction	-	198,962.95
30. Inventory.		Finished Goods Located at Minden, NV Office	-	160,303.09
		Work in Process Located at Minden, NV Office	-	35,028.00

Sub-Total > **656,009.65**
(Total of this page)

Sheet 6 of 7 continuation sheets attached
to the Schedule of Personal Property

In re Forward Foods 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
		Raw Material Located at Minden, NV Office	-	703,823.16
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 > **703,823.16**
 (Total of this page)
 Total > **21,297,873.43**

Sheet 7 of 7 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Forward Foods LLC**

Case No. _____

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
ACCOUNT NO.								
Emigrant Capital 6 E. 43rd Street New York, NY 10017		N	Sub Note				\$7,231,715.00	\$7,231,715.00
ACCOUNT NO.			VALUE \$0.00					
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008		N	Term Loan B		X	X	\$3,910,000.00	\$3,910,000.00
ACCOUNT NO.			VALUE \$0.00					

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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.									
The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071 and Comerica Bank 500 Woodward Avenue One Detroit Center, 5th Floor Detroit, MI 48226				Revolver					
				VALUE				\$2,348,637.00	\$1,404,359.00
ACCOUNT NO.									
The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071 and Comerica Bank 500 Woodward Avenue One Detroit Center, 5th Floor Detroit, MI 48226				Term Loan A					
				VALUE				\$5,125,000.00	\$4,724,805.00
Total(s) (Use only on last page)								\$18,615,352.00	\$17,270,879.00

(Report also on Summary of Schedules)

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