

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Forward Foods 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):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>20-5298944</b>		Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>2548 Business Parkway Minden, NV 89423</b> <div style="border: 1px solid black; padding: 2px; display: inline-block;">ZIP CODE <b>89423-0000</b></div>		Street Address of Joint Debtor (No. & Street, City, and State): <div style="border: 1px solid black; padding: 2px; display: inline-block;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Douglas</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>2542 Business Parkway Unit #2 Minden, NV 89423</b> <div style="border: 1px solid black; padding: 2px; display: inline-block;">ZIP CODE <b>89423-0000</b></div>		Mailing Address of Joint Debtor (if different from street address): <div style="border: 1px solid black; padding: 2px; display: inline-block;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<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 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.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <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  <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.
<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>Chapter 11 Debtors</b> 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 \$2,190,000 <hr/> 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).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <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 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		
Estimated Debts <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		



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> <b>Forward Foods LLC</b>
---	---

**Signatures**

<p align="center"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></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.</p> <p>[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 align="center"><b>Signature of a Foreign Representative</b></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 align="center"><b>Signature of Attorney*</b></p> <p>X <u>/s/ William I. Kohn</u>          Signature of Attorney for Debtor(s)  <b>William I. Kohn 0005749</b>          Printed Name of Attorney for Debtor(s)  <b>Benesch Friedlander Coplan &amp; Aronoff LLP</b>          Firm Name  <b>200 Public Square</b>  <b>Suite 2300</b>  <b>Cleveland, OH 44114-2378</b>          Address  <b>(216) 363-4500 Fax:(216) 363-4588</b>          Telephone Number  <b>February 17, 2009</b>          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 align="center"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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><small>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.</small></p>
---	---

<p align="center"><b>Signature of Debtor (Corporation/Partnership)</b></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/ Nancy B. Huber</u>          Signature of Authorized Individual  <b>Nancy B. Huber</b>          Printed Name of Authorized Individual  <b>Chief Financial Officer</b>          Title of Authorized Individual  <b>February 17, 2009</b>          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><small>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.</small></p>
--	---

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF FORWARD FOODS LLC**

The undersigned, being all of the members of the Board of Directors of Forward Foods LLC, a Delaware limited liability company (the "Company"), pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, do hereby waive notice and dispense with a meeting and hereby adopt the following resolutions by unanimous written consent:

RESOLVED, that the Company be, and it hereby is, authorized to (i) file a voluntary petition for reorganization pursuant to chapter 11 of Title 11 (the "Bankruptcy Code") of the United States Code, (ii) to file such voluntary petition in the United States Bankruptcy Court for the District of Delaware and (iii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and it is further

RESOLVED, that, subject to the immediately foregoing resolution, the Chief Executive Officer or the Chief Financial Officer of the Company (each, an "Officer" and collectively, the "Officers"), shall be, and each of them hereby is, authorized and empowered to execute and deliver or cause to be filed, on behalf of the Company, (i) the voluntary petition of the Company pursuant to chapter 11 of the Bankruptcy Code and (ii) any and all other documents necessary or appropriate in connection therewith in such form or forms as the Officer or Officers so acting may approve; and it is further

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, may negotiate and enter into such debtor in possession financing agreements with the Company's lenders and/or certain of its customers, in connection therewith, may borrow funds from such parties in such amounts and on such terms as may be deemed by the Officer or any Officers as reasonably necessary for the continuing conduct of the affairs of the Company and may grant security interests in or liens upon all or substantially all of the Company's assets as may be deemed necessary by such Officer or Officers in connection with such borrowings; and it is further

RESOLVED, that any Officer shall be, and hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, either as debtor or debtor in possession under chapter 11 of the Bankruptcy Code or prior to commencement of any such case, such agreements, instruments, and any and all other documents necessary or appropriate to facilitate the transactions contemplated by the immediately foregoing resolution (the "Financing Documents") and that the Financing Documents containing such provisions, terms conditions, covenants, warranties and representations as may be deemed necessary or appropriate by such Officer hereby are approved; and it is further

RESOLVED, that the law firm of Benesch, Friedlander, Coplan & Aronoff LLP ("BFC&A") shall be, and it hereby is, authorized and empowered to represent the Company, as debtor and debtor in possession, to render services as bankruptcy reorganization counsel in connection with the chapter 11 case and any other related matters in connection therewith; and it is further

RESOLVED, that the Officers or any Officer shall be, and hereby is, authorized and empowered to retain BFC&A and pay BFC&A a further retainer in the amount of \$75,000.00 as is contemplated by the immediately foregoing resolution; and it is further

RESOLVED, that the Officers or any Officer shall be, and each of them hereby is, authorized and empowered to retain on behalf of the Company, such other attorneys, financial advisors, investment bankers, accountants, and other professionals as the Officer or Officers shall deem appropriate in his or their judgment; and it is further

RESOLVED, that the Officers or any Officer shall be, and each of them hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Officer so acting shall deem appropriate in his or their judgment to fully carry out the intent and accomplish the purposes of these resolutions; and it is further

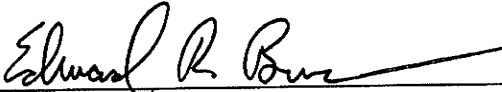
RESOLVED, that the Officers or any Officer shall be, and each of them hereby is, authorized and empowered to appear and testify on behalf of the Company in any hearings or proceedings arising in or related to any case commenced by it or against it under the Bankruptcy Code, including, without limitation, the meeting of creditors held pursuant to section 341 of the Bankruptcy Code; and it is further,

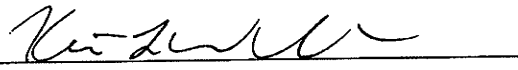
RESOLVED, that the Company supports an appropriate employee success plan, to be approved by the Board promptly after the commencement of the chapter 11 case that is designed to incentivize the covered employees' support of a process for the maximization of recoveries for creditors in the contemplated chapter 11 case; and it is further,

RESOLVED, that all of the acts and transactions of any one or more of the Officers or the Board of Directors of the Company, which have been taken, caused to have been taken or made prior to the effective date of these resolutions in connection with the matters set forth in these resolutions, are hereby ratified, confirmed, and approved.

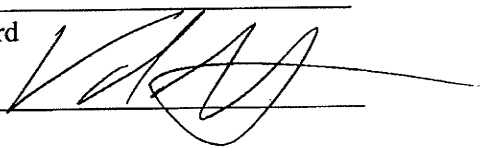
I further certify that the Resolutions set forth above have not been modified or rescinded in any respect, are still in full force and effect, and conform with the character and by-laws of the Company.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of the Company have hereunto set their hands as of this 13<sup>th</sup> day of February, 2009.

  
\_\_\_\_\_  
Ed Burns

  
\_\_\_\_\_  
Ken Walters

\_\_\_\_\_  
John Sheppard

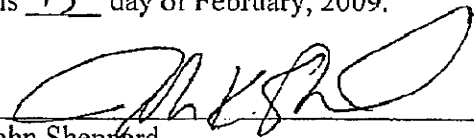
  
\_\_\_\_\_  
Val Stalowir

\_\_\_\_\_  
John P. Muldoon

I further certify that the Resolutions set forth above have not been modified or rescinded in any respect, are still in full force and effect, and conform with the character and by-laws of the Company.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of the Company have hereunto set their hands as of this 13 day of February, 2009.

\_\_\_\_\_  
Ed Burns

  
\_\_\_\_\_  
John Sheppard

\_\_\_\_\_  
Ken Walters

\_\_\_\_\_  
Val Stalowir

\_\_\_\_\_  
John P. Muldoon

I further certify that the Resolutions set forth above have not been modified or rescinded in any respect, are still in full force and effect, and conform with the character and by-laws of the Company.

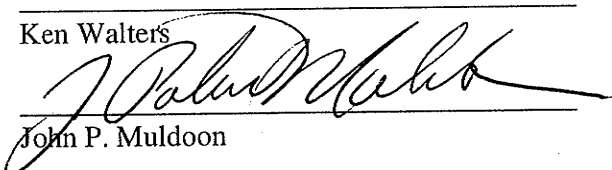
IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of the Company have hereunto set their hands as of this 13<sup>th</sup> day of February, 2009.

\_\_\_\_\_  
Ed Burns

\_\_\_\_\_  
John Sheppard

\_\_\_\_\_  
Ken Walters

\_\_\_\_\_  
Val Stalowir

  
\_\_\_\_\_  
John P. Muldoon



**United States Bankruptcy Court  
District of Delaware**

In re Forward Foods 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>
The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071	Bertie Pujii The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071 213-576-4608			5,125,000.00  (400,195.00 secured)
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008	Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008 760-431-8152			3,910,000.00  (0.00 secured)
The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071	Bertie Pujii The CIT Group/Commercial Services, Inc. 300 South Grand Avenue 14th Floor Los Angeles, CA 90071 213-576-4608			2,348,637.00  (944,278.00 secured)
Constantine Cannon 450 Lexington Avenue New York, NY 10017	Constantine Cannon 450 Lexington Avenue New York, NY 10017 212-350-2700			741,122.63
CH Robinson Worldwide PO Box 9121 Minneapolis, MN 55480-9121	CH Robinson Worldwide 14701 Charlson Road Eden Prairie, MN 55347-5076 952-937-8500		Unliquidated	324,808.42
Gelita USA PO Box 1796 Sioux City, IA 51102	Gelita USA 2445 Port Neal Industrial Road Sergeant Bluff, IA 51054 712-943-5516		Unliquidated	196,584.00
Hire Dynamics LLC PO Box 890858 Charlotte, NC 28289-0858	Hire Dynamics LLC 1845 Satellite Boulevard Suite 800 Duluth, GA 30097 678-482-8041		Unliquidated	152,171.45

Debtor(s)

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

(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>
Firmenich Inc. P.O. Box 7247-8502 Philadelphia, PA 19170-8502	Firmenich Inc. PO Box 5880 Princeton, NJ 08543 609-919-0652		Unliquidated	123,092.60
MALNOVE INCORPORATED OF UTAH 13434 F St Omaha, NE 68137	MALNOVE INCORPORATED OF UTAH 13434 F St Omaha, NE 68137 402-330-1100		Unliquidated	99,812.19
Fonterra USA Inc. 100 Corporate Center Drive Suite 101 Camp Hill, PA 17011-1758	Fonterra USA Inc. 9525 West Bryn Mawr Avenue Suite 700 Des Plaines, IL 60018 847-928-1600		Unliquidated	98,360.23
Clasen Quality Coatings, Inc. JP Morgan Chase Lockbox Processing Box #681072 Madison, WI 53718	Clasen Quality Coatings, Inc. 5126 West Terrace Drive Suite 100 Madison, WI 53718 608-467-1130		Unliquidated	80,205.00
Golden Select Foods Company 5743 Smithway Street #305 City of Commerce, CA 90040	Golden Select Foods Company 5743 Smithway Street #305 City of Commerce, CA 90040 323-721-1882		Unliquidated	75,884.70
Farbest-Tallman Foods Corp. 160 Summit Aveue Montvale, NJ 07645	Farbest-Tallman Foods Corp. 160 Summit Aveue Montvale, NJ 07645 201-573-4900		Unliquidated	70,547.20
Premium Ingredients, Ltd. 285 E. Fullerton Avenue Carol Stream, IL 60188	Premium Ingredients, Ltd. 285 E. Fullerton Avenue Carol Stream, IL 60188 630-868-0300		Unliquidated	68,174.00
St. Louis Lithographing Co. 6880 Heege Road Saint Louis, MO 63123	St. Louis Lithographing Co. 6880 Heege Road Saint Louis, MO 63123 314-352-1300		Unliquidated	68,119.36
American Casein Company 109 Elbow Lane Burlington, NJ 08016	American Casein Company 109 Elbow Lane Burlington, NJ 08016 609-387-3130		Unliquidated	65,139.31
The Pantry, Inc. PO Box 601819 Charlotte, NC 28260-1819	The Pantry, Inc. 1801 Douglas Drive Sanford, NC 27330 919-774-6700		Unliquidated	64,944.00
Crossroad Ingredients LLC 271 Route 46W Suite H206 Fairfield, NJ 07004	Crossroad Ingredients LLC 271 Route 46W Suite H206 Fairfield, NJ 07004 973-244-0899		Unliquidated	59,342.95

Debtor(s)

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

(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>
<b>Osio International, Inc. 2550 E. Cerritos Ave. Anaheim, CA 92806</b>	<b>Osio International, Inc. 2550 E. Cerritos Ave. Anaheim, CA 92806 714-935-9700</b>		<b>Unliquidated</b>	<b>52,377.78</b>
<b>Univar USA Inc. File 56019 Los Angeles, CA 90074-6019</b>	<b>Univar USA Inc. 17425 NE Union Hill Road Redmond, WA 98052 425-889-3400</b>		<b>Unliquidated</b>	<b>50,761.20</b>

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

I, the Chief Financial Officer 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 February 17, 2009

Signature /s/ Nancy B. Huber  
**Nancy B. Huber**  
**Chief Financial Officer**

*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 Delaware**

In re Forward Foods LLC

Debtor(s)

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
Emigrant Capital 6 E. 43rd Street New York, NY 10017	Preferred	1,144,800	
Emigrant Capital 6 E. 43rd Street New York, NY 10017	Non-Voting	3,584,523	
Anthony Gioia 3127 East Sierra Madre Way Phoenix, AZ 85016	Preferred	900	
Anthony Gioia 3127 East Sierra Madre Way Phoenix, AZ 85016	Non-Voting	100	
Anthony Gioia 3127 East Sierra Madre Way Phoenix, AZ 85016	Incentive	18,837	
Rich Libonate 5210 Reflections Boulevard Lutz, FL 33558	Incentive	1,965	
Pat Muldoon 543 Lower Vintners Circle Fremont, CA 94539	Preferred	4,500	
Pat Muldoon 543 Lower Vintners Circle Fremont, CA 94539	Non-Voting	500	
Pat Muldoon 543 Lower Vintners Circle Fremont, CA 94539	Incentive	94,186	
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008	Preferred	60,750	
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008	Non-Voting	38,145	

In re: Forward Foods LLC

Case No. \_\_\_\_\_

Debtor(s)

**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
Michael Rexroth 19076 Oriente Drive Yorba Linda, CA 92886	Incentive	3,140	
Val Stalowir 1 Magellan Lane Easton, CT 06612	Preferred	1,800	
Val Stalowir 1 Magellan Lane Easton, CT 06612	Non-Voting	200	
Val Stalowir 1 Magellan Lane Easton, CT 06612	Incentive	43,953	

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

I, the **Chief Financial Officer** 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 February 17, 2009

Signature /s/ Nancy B. Huber  
**Nancy B. Huber**

*Penalty for making a false statement of 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 Delaware**

In re Forward Foods 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 Forward Foods 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:

**Emigrant Capital  
6 E. 43rd Street  
New York, NY 10017**

---

**Emigrant Capital  
6 E. 43rd Street  
New York, NY 10017**

---

None [*Check if applicable*]

**February 17, 2009**

---

Date

**/s/ William I. Kohn**

---

**William I. Kohn 0005749**

Signature of Attorney or Litigant  
Counsel for **Forward Foods LLC**

---

**Benesch Friedlander Coplan & Aronoff LLP**

**200 Public Square**

**Suite 2300**

**Cleveland, OH 44114-2378**

**(216) 363-4500 Fax:(216) 363-4588**