

**United States Bankruptcy Court
District of Delaware**

In re Forward Foods LLC

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$23,074,869.94	2007 Gross Income
\$25,228,667.56	2008 Gross Income

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attachment SOFA 3(b)		\$0.00	\$0.00

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Val Stalowir 1 Magellan Lane Easton, CT 06612	03/01/08 through 02/11/09	\$10,128.79	\$8,333.33
J. Patrick Muldoon 543 Lower Vintners Circle Fremont, CA 94539	02/01/08 through 02/01/09	\$341,196.89	\$35,866.87
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008	02/01/08 through 02/01/09	\$507,263.25	\$39,060.99
Emigrant Bank 6 E. 43rd Street 8th Floor New York, NY 10017	02/02/08 through 04/28/08	\$94,956.19	\$507,116.39

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Forward Foods LLC and Emigrant Capital Corp. v. Next Proteins, Inc., David A. Jenkins and Bluegrass Bars, LLC; Case No. 07-603892	Complaint for damages incurred as a result of fraudulent acts and breaches of contract	New York	Dismissed
Forward Foods LLC and Emigrant Capital Corp. v. Next Proteins, Inc., David A. Jenkins and Bluegrass Bars, LLC; Case No. 37-2008-00101895-CU-FR-NC	Complaint for damages incurred as a result of fraudulent acts and breaches of contract	California	Pending
Next Proteins, Inc., David A. Jenkins and Bluegrass Bars, LLC v. Forward Foods, LLC, Emigrant Capital Corp., Emigrant Savings Bank, Ed Burns, Pat Muldoon, John Appel, Val Stalowir and Ken Walters; Case No. 37-2008-00101895-CU-FR-NC	Cross-complaint for damages incurred as a result of fraudulent acts and breaches of contract	California	Pending
Protein Bar Technologies, LLC v. Next Proteins, Inc. and Forward Foods LLC; Case No. 8:07CV464-T30MSS	Complaint for patent infringement	Florida	Pending
Forward Foods LLC v. Phyliss Schmedake; Case No. 37-2007-00054828-CU-FR-NC	Complaint for damages caused by fraud, negligence and breach of fiduciary duty	California	Settled
Phyliss Schmedake v. Emigrant Capital Corp. and J. Patrick Muldoon; Case No. 37-2007-00054828-CU-FR-NC	Cross-complaint for breach of contract, fraud and deceit, interference, infliction of distress and rescission	California	Settled

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Benesch, Friedlander, Coplan & Aronoff LLP 200 Public Square Suite 2300 Cleveland, OH 44114	02/06/09	\$75,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	--

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
5750 Fleet Street Suite 100 Carlsbad, CA 92008		Until 04/30/07
2589 Wildhorse Lane Suite 5 and 6 Minden, NV 89423		Until 07/31/07

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

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

None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

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

None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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

18 . Nature, location and name of business

None

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Ken Nielsen	

Rick Winterich

Nancy B. Huber

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
RSM McGladrey, Inc.	1455 Frazee Road Suite 600 San Diego, CA 92108	

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

Emigrant Bank
6 E. 43rd Street
8th Floor
New York, NY 10017

CIT
300 South Grand Avenue
12th Floor
Los Angeles, CA 90071

Comerica
Comerica Tower at Detroit Center
500 Woodward Avenue
Detroit, MI 48266

RSM McGladrey, Inc.
1455 Frazee Road
Suite 600
San Diego, CA 92108

Aon Risk Services, Inc. of New York
300 Jericho Quadrangle
Suite 300
Jericho, NY 11753

NEXT Proteins, Inc.
PO Box 2469
Carlsbad, CA 92018-2649

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
12/31/08	Rick Shepherd	1,192,436 (Cost)
11/30/08	Rick Shepherd	1,242,090 (Cost)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
12/31/08	Forward Foods LLC 2542 Business Parkway Unit 2 Minden, NV 89423
11/30/08	Forward Foods LLC 2542 Business Parkway Unit 2 Minden, NV 89423

21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Emigrant Capital 6 E. 43rd Street New York, NY 10017		94.40% Preferred Capital Units
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008		5.00% Preferred Capital Units
J. Patrick Muldoon 543 Lower Vintners Circle Fremont, CA 94539	CEO	
Nancy B. Huber Forward Foods LLC 2542 Business Parkway Unit #2 Minden, NV 89423	CFO	
Ed Burns Emigrant Capital Corporation 6 E. 43rd Street 8th Floor New York, NY 10017	Director	
John Sheppard Emigrant Capital Corporation 6 E. 43rd Street 9th Floor New York, NY 10017	Director	
Ken Walters Emigrant Capital Corporation 6 E. 43rd Street 8th Floor New York, NY 10017	Director	
Valentin M. Stalwir Emigrant Capital Corporation 6 E. 43rd Street 8th Floor New York, NY 10017	Director	
John P. Muldoon Forward Foods LLC 2542 Business Parkway Unit #2 Minden, NV 89423	Director	

22 . Former partners, officers, directors and shareholders

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
John Appel 462 Hoyt Farm Road New Canaan, CT 06840	Board Member	04/25/08

23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Valentin M. Stalowir Emigrant Capital Corporation 6 E. 43rd Street 8th Floor New York, NY 10017 Equity Security Holder and Director	03/01/08 through 02/11/09 Consulting Fees and Expenses	101,208.79
J. Patrick Muldoon 543 Lower Vintners Circle Fremont, CA 94539 Equity Security Holder & Officer	02/01/08 through 02/01/09 Salary, PTO and Expenses	341,196.89
Next Proteins, Inc. 5750 Fleet Street Suite 100 Carlsbad, CA 92008 Equity Security Holder	02/01/08 through 02/01/09 Interest on Loan	507,263.25
Emigrant Bank 6 E. 43rd Street 8th Floor New York, NY 10017 Equity Security Holder	02/22/08 through 04/28/08 Subordinated Secured Interest, Consulting and Management Fees	94,956.19

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date February 17, 2009

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

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

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Forward Foods LLC	
SOFA 3(b)	
NAME	AMOUNT
7-ELEVEN	6,358.06
AC Label LLC	312.33
ACC Business	3,434.22
Accountemps	221.76
ACH Foods Companies, Inc.	8,422.41
Acosta, Inc.	935.82
Affinity Flavors, Inc.	11,786.33
AFLAC	4,218.83
Air Filter Sales	330.50
AirGas NCN	2,358.57
Alhambra & Sierra Springs	1,035.17
Alpine Access Inc	10,000.00
American Casein Company	46,528.08
Angel Tovar	1,601.67
Anthem	97,420.65
Applied Cutting Technology Inc.	1,110.36
AT & T Mobility	693.81
AT&T Datacomm	1,935.00
AT&T LONG DISTANCE	787.56
Atlas Copco Compressor, Inc. dba Summit	155.19
BEECO/Bykowski Equipment & Engineering	552.36
Blommer Chocolate Company	18,131.50
Blue Moon Exterminators	900.00
Bosch Packaging Services, Inc.	2,755.24
Brenda Steele	500.00
Buffo's Refrigeration	1,139.27
Burns Machinery, Inc.	440.34
C & S Wholesale Grocers	11,577.60
California Industrial Rubber, Co.	399.76
Cananwill, Inc.	47,624.82
Canon Financial Services Inc.	598.06
Caravan Ingredients	2,679.60
Carson City Landfill	2,849.39
CDZ SALES	2,368.96
CH Robinson Worldwide	527,197.36
Cintas Corporation No. 3	11,454.04
CIO Systems	4,598.83
Circle K Stores	856.55
Citicorp Leasing, Inc.	1,337.41
Citrix Online	885.00
Clasen Quality Coatings, Inc.	208,660.00
Club Demonstration Services	63,262.71
CMG, Inc.	10,000.00
Cognis Corporation	2,497.20
Concord Foods, Inc.	66,780.00
Cor-O-Van Records Management	177.98
Costco Wholesale	1,412.98
CPS Printing	258.00

Creative Compounds, LLC	15,296.80
CRG Partners	5,395.00
Crossmark, Inc.	1,642.53
Crossroad Ingredients LLC	78,330.22
Cumberland Packing Corporation	235.34
Dave Fazio	1,383.78
David B. Davis dba Davis Family Trust	110,687.99
Define Fitness	952.00
Douglas Disposal Inc.	1,352.28
East Valley Utilities	528.65
EDS Canada Inc.	75.00
Employment Background Investigations, In	62.95
Essential Flavors	1,943.65
Farbest-Tallman Foods Corp.	102,267.12
Fazio Consulting Group, Inc.	8,014.39
Firmenich Inc.	17,296.75
Flavor Producers	15,048.00
Flavor Specialties, Inc.	4,056.00
Florence Fence Inc.	200.00
Flying J	19.27
Flying Point Media	325.00
Fonterra Usa Inc.	29,843.10
Food Safety Net Services, Arizona, LLC	11,919.66
Fremont Minuteman Press	1,642.05
Garnica, Eliezer	1,259.87
Garrett-Callahan Co.	640.50
Gary White	106.73
GE Capital	764.24
Gelita USA	251,980.80
George. H.Young	25,778.22
Gilmour Craves, LLC	7,320.00
Golden Select Foods Company	25,678.45
Grain Miller, Eugene	3,564.75
Grainger div. of WW Grainger	32.05
GTG Packaging, Inc.	7,887.40
Guardian	9,056.88
High Sierra Business Systems, Inc.	331.04
Hilmar Ingredients/Proliant Inc.	155,517.78
Hire Dynamics LLC	117,029.01
Home Depot Credit Services	2,703.91
Insight Direst USA, Inc. dba Insight	713.60
Insight Global Finance	732.52
James Ruiz	273.93
Jose Guerra	294.97
JRB Machines	2,435.08
Kaman Industrial Technologies	577.82
Karen Johnson dba Johnson Bearing & Sup	102.48
Kathy Hill	3,737.50
KERRY SWEET INGREDIENTS	107,582.56
Kimball Midwest	320.30
Lab Safety Spply	47.53
Leprino Foods Dairy Products Co.	39,166.22

Level One	9,998.59
Lipscomb Chemical Company Inc	30,131.20
Luna Bella, Inc. (Yemeni Mesa)	426.24
MALNOVE INCORPORATED OF UTAH	80,389.99
Mancini Sales & Mkt'g	760.85
Marantz Bros. Inc. dba Cooperative Purch	449.44
Maritza Figueroa	1,325.56
Master Mark	5,000.00
McMaster-Carr Supply Company	10,376.92
Michael Neverman	204.87
Michelson Laboratories, Inc.	76.95
Monique Parent	722.15
Montello	832.52
MSC Industrial Supply	369.74
National Oil & Burner Co.	522.12
NCH Marketing Services, Inc.	8,677.66
NEVADA DEPT OF TAXATION	1,457.95
Next Proteins	4,700.47
Nu-Systems, Inc.	210.50
NutraSweet Company	14,881.74
Nutrin Corporation	8,930.25
NUTRIN**	6,100.36
NV Energy	8,999.77
NV Repair Corp.	3,124.96
Organic Food Brokers	6,000.00
Osio International, Inc.	45,778.57
Overhead Door Co of Sierra Nevada/Reno	233.50
Pak West	6,409.00
Pathmark	5,000.00
Peanut Corporation of America	45,298.20
Penske Truck Leasing	3,964.14
Pitney Bowes Credit Corp	238.96
Polar Foods	11,115.04
Pollina Design	2,950.00
Powerhouse Gym	168.00
Premium Ingredients, Ltd.	62,171.00
Prof Warehouse Demonstrations	46,751.96
Race Trac Petroleum, Inc.	481.55
Raymond Handling Concepts Corporations	3,122.76
Raymond Leasing Corporation	1,921.64
Reliance Standard	3,053.87
Retail Services/McLane Company	130.00
Rexel	628.02
Scope Packaging Inc.	12,855.66
Sevil Monge	9.11
Sierra Chemical	146.03
Sierra Pacific Power Company	10,143.46
Sierra Pallet LLC	7,685.00
Silliker Labs	2,033.70
Silver State Plastics	1,316.20
Southwest Gas Corporation	5,875.08
Southwest Nut Company, Inc.	3,330.00

SPI Group	48,523.00
Sprint - 958435628	176.00
SPS Commerce, Inc.	6,910.90
SSP Stripes Stores	298.03
St. Louis Lithographing Co.	5,000.00
Stanford Refrigerated	2,607.75
Staples Credit Plan	500.00
State Of Nevada-OSHA Mech Unit	20.00
Stefanie Jones Public Relations, Inc	13,170.20
Strahman Valves, Inc.	1,233.87
Sunshine Specialties Southern Ca, Inc.	1,600.00
Synergy Sales	862.71
Tara Lee Torburn	1,960.00
The Wright Group	1,190.00
Theresa Bayley	277.05
TNT Marketing	36,705.40
Torcasio Sales & Marketing	238.90
Trega Foods	14,901.50
Truckee Meadow Water Systems, Inc.	307.02
Uline	141.24
Unisource	12,387.94
United Electrical Serv, Inc dba Ultimate	265.00
United States Plastic Corp	99.63
Univar USA Inc.	37,480.60
Val Stalowir	25,273.16
Valley Harvest Nut Company	861.98
VAN LAB	27,265.00
Verizon California	1,662.05
W, W. Grainger	569.21
Walmart Stores	703.82
Warehouse Demo Services	19,146.40
Weber Marking Systems Inc.	1,830.09
Wedco	106.00
Wodika Devine	3,996.56
Zanasi USA	1,212.44
Grand Total	3,122,659.65

Miscellaneous:09-10545-KJC Forward Foods LLC

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Judge: KJC

Case Flag: PlnDue, DsclsDue,
LEAD**U.S. Bankruptcy Court****District of Delaware**

Notice of Electronic Filing

The following transaction was received from Bradford J. Sandler entered on 2/17/2009 at 9:42 AM EST and filed on 2/17/2009

Case Name: Forward Foods LLC**Case Number:** 09-10545-KJC**Document Number:** 7**Docket Text:**

Schedules/Statements filed: Stmt of Financial Affairs,. Filed by Forward Foods LLC. (Attachments: # (1) Attachment 3(b)) (Sandler, Bradford)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**E:\32199\SOFA.pdf**Electronic document Stamp:**[STAMP bkecfStamp_ID=983460418 [Date=2/17/2009] [FileNumber=6965634-0]
[7a08844e34395d75ef1d2a9b1e161c98b6dfe4e9217eaf7c93f39fe0689dc4523126
51d5423311b632ea13ddf99514a906facfc9fc53678a171aad3a8621f7e9]]**Document description:**Attachment 3(b)**Original filename:**E:\32199\SOFA Attachment 3(b).pdf**Electronic document Stamp:**[STAMP bkecfStamp_ID=983460418 [Date=2/17/2009] [FileNumber=6965634-1]
[35c6b005a1be14dc75cd7e8f42906858f291d0e1d824eafd0699f28b30f5ea949402
a39a2494b3e4c5566d6bbbd53e7be732eb336e2517b123038e8048eda4ad]]**09-10545-KJC Notice will be electronically mailed to:**

Bradford J. Sandler on behalf of Debtor Forward Foods LLC

bsandler@beneschlaw.com,

svandyk@beneschlaw.com;rlemischbeneschlaw.com;jhoover@beneschlaw.com;docket@aol.com;docket@beneschlaw.com;lbehra@beneschlaw.com

United States Trustee

USTPREGION03.WL.ECF@USDOJ.GOV

09-10545-KJC Notice will not be electronically mailed to: