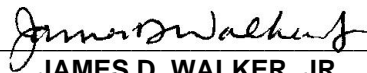




SO ORDERED.

SIGNED this 13 day of October, 2010.



**JAMES D. WALKER, JR.
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF GEORGIA
ALBANY DIVISION**

In re:)	Chapter 11
)	
DAIRY PRODUCTION SYSTEMS- GEORGIA LLC, DAIRY PRODUCTION SYSTEMS, LLC, DAIRY PRODUCTION SYSTEMS- MISSISSIPPI, LLC, NEW FRONTIER DAIRY, LLC, and HEIFER HAVEN, LLC)	Case No. 10-11752-JDW
)	
Debtors.)	Joint Administration Pending
)	
)	

**FIRST INTERIM ORDER AUTHORIZING DEBTORS' USE OF
CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION
PURSUANT TO SECTIONS 361 AND 363 OF
THE BANKRUPTCY CODE AND FED. R. BANKR. P. 4001**

Upon consideration of the oral motion (the "Motion") of Dairy Production Systems - Georgia LLC, ("DPS-Georgia") Dairy Production Systems, LLC ("DPS"), Dairy Production Systems - Mississippi, LLC, ("DPS-Mississippi") New Frontier Dairy, LLC, ("New Frontier

Dairy”) and Heifer Haven, LLC (“HH”; DPS-Georgia, DPS, DPS Mississippi, New Frontier Dairy, and HH are collectively, the “Debtors”), at the emergency telephonic hearing held on October 7, 2010 at 4:00 p.m. (the “Hearing”), seeking the entry of an interim order under 11 U.S.C. §§ 361 and 363, Rule 4001 of the Federal Rule of Bankruptcy Procedure (the “Bankruptcy Rules”), and applicable law: (a) authorizing the Debtors’ use of cash collateral of Agricultural Funding Solutions, LLC (“AFS”), and (b) granting adequate protection to AFS, as described more fully at the Hearing and in this Order; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and counsel for the Debtors and AFS having attended and participated at the Hearing; and based on the presentation and arguments of the Debtors’ counsel and AFS’s counsel at the Hearing; and it appearing that no other or further notice of the Motion need be provided; and the Court having determined that the Debtors have an ongoing need for use of cash collateral to prevent immediate and irreparable harm to the Debtors’ bankruptcy estates and property, that the Debtors are able to provide AFS with adequate protection of its interest in the Debtors’ cash collateral as set forth in this Order, and that the relief sought in the Motion is in the best interests of the Debtors, the Debtors’ bankruptcy estates, and all creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis.
2. The Debtors shall be authorized to use cash collateral within the meaning of Section 363 of the Bankruptcy Code, including collections from accounts receivables and other cash and income generated from the operation of the Debtors’ businesses (the “Cash Collateral”), to continue their business operations in general accordance with the Budget attached to this

Order as Exhibit "A" from the Petition Date until October 19, 2010 at 5:00 p.m. (the "Cash Collateral Period")

3. AFS shall be granted adequate protection of its interest in the Cash Collateral based on the provision of a replacement lien in the Debtors' post-petition accounts receivable, and as adequate protection for the Debtors' use of Cash Collateral the Debtors hereby grant, assign, and pledge to AFS a first priority lien (the "Replacement Lien"), to the same extent, validity and priority as its pre-petition liens, upon all post-petition property of the Debtors, including, but not limited to any and all accounts, cash, cattle, chattel paper, contract rights, depository accounts, documents, equipment, farm products, fixtures, general intangibles (including, but not limited to patents and trademarks), goods, instruments, inventory, investment property, instruments, intangibles, instruments, letter of credit rights, livestock, real property, supporting obligations, vehicles, and all proceeds and products thereof (collectively, the "Adequate Protection Property"), subject only to validly perfected and enforceable senior prepetition liens, security interests or rights of setoff. The security interests and liens granted to the AFS shall not be subject or subordinate to any lien or security interest of a third party that is avoided and preserved for the benefit of the Debtors and their estates under Section 551 of the Bankruptcy Code. Notwithstanding anything to the contrary herein, Adequate Protection Property shall not include any and all rights and claims arising under Chapter 5 of the Bankruptcy Code. The Replacement Lien granted to AFS pursuant to this Order shall have the same priority and validity as AFS's pre-petition liens.

4. As additional adequate protection of AFS's interest in the Cash Collateral, the Debtors shall not, without the express approval of AFS or this Court, pay any expenses not specifically identified in the Budget.

5. Notwithstanding anything in this Order to the contrary, the Debtors shall not, without the express approval of this Court, use any Cash Collateral for payment of any prepetition debts or obligations of the Debtors.

6. Unless AFS agrees in writing or without the express approval of this Court, the amount of Cash Collateral that the Debtors may use shall not exceed by line item the amount of one hundred ten percent (110%) of each line item set forth in the Budget attached to this Order as Exhibit "A."

7. The Debtors are authorized and directed to maintain their property/casualty insurance coverage at reasonably adequate levels on all of the Debtors assets (excluding their dairy herds) and on all Adequate Protection Property for the full replacement value (adjusted for depreciation) therefore and to cause the AFS to be named as a "lender loss payee" of the insurance policies. The Debtors shall also maintain their general liability insurance and shall name AFS as an additional insured on all insurance policies. The Debtors shall provide AFS with copies of all insurance policies within five (5) business days after the entry of this Order.

8. The AFS's liens upon and security interests in the prepetition collateral shall continue in the proceeds and profits of the prepetition collateral as provided in Section 552(b) of the Bankruptcy Code.

9. The Debtors shall provide AFS with those financial reports that are produced and supplied to management of the Debtors including without limitation the reports of each dairy sent to the main offices of the Debtors and herd reports the Debtors have been providing prior to the Petition Date. In addition, on or before October 18, 2010, the Debtors shall provide AFS with a summary report showing for each line item set forth in the Budget all income and expenditures of the Debtors during the Cash Collateral Period

10. During the Cash Collateral Period, the Debtors shall provide AFS with reasonable access one time for each dairy and headquarters (on no less than 48 hours notice and without any requirement for David Sumrall participation) to its books, records, and physical premises. If the Debtors fail to provide the information set forth above, then AFS may deliver via Email, in care of the Debtors' legal counsel, a default notice, identifying any alleged reporting deficiency. Thereafter, the Debtors shall have three (3) business days to cure such alleged reporting default. If the Debtors fail to timely cure such reporting default, the Debtors authority to use Cash Collateral pursuant to this Order shall cease.

11. Except as expressly provided for in this Order and any actions taken pursuant hereto, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of, any claim held by any person nor shall this Order constitute a waiver or release of any parties rights or claims and all rights and claims of the parties are hereby reserved.

12. The Clerk of the Court is directed to enter this Order in each of the Debtors' respective bankruptcy cases.

13. The requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied by the record at the Hearing on the Motion.

14. Notwithstanding the possible applicability of Rule 6004(h) of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Order.

***** END OF ORDER *****

PREPARED AND PRESENTED BY:

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*Proposed Attorneys for Debtor
and Debtors in Possession*

and

CONSENTED TO BY:

MCKENNA LONG & ALDRIDGE LLP

/s/ Gary W. Marsh

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Attorneys for AFS

Exhibit A

**Cash Collateral Budget from
October 7 to October 19, 2010**

SUMMARY

DPS

Total Milk Income	\$	447,699.97
Total Payables	\$	507,750.40
	\$	(60,050.43)

DPS-GA

Total Milk Income	\$	616,555.55
Total Payables	\$	462,470.92
	\$	154,084.63

DPS-MS

Total Milk Income	\$	225,883.88
Total Payables	\$	217,666.42
	\$	8,217.46

NFD

Total Milk Income	\$	268,780.31
Total Payables	\$	327,092.54
	\$	(58,312.23)

Net Cash	\$	43,939.43
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Dairy Production Systems

List of Payables and Milk Income

From Friday the 8th of October thru October 19th, 2010

		DPS
Projected Net Milk Revenue (10-08-10)	Bell	\$ 72,756.01
	Branford	\$ 85,000.00
	Total	\$ 157,756.01
Projected Net Milk Revenue (10-14-10)	Bell	\$ 59,971.98
	Branford	\$ 85,000.00
	Total	\$ 144,971.98
Projected Settlement Check for prior month (10-15-10)	Bell	\$ 59,971.98
	Branford	\$ 85,000.00
	Total	\$ 144,971.98
Total Revenue		\$ 447,699.97
Expenses		
Feed- Bell Farm		
Wendelin	\$	6,000.00
Westway Feeds	\$	3,400.00
Commodity Specialists	\$	7,200.00
Purina Mills	\$	8,600.00
Furst McNess	\$	27,000.00
Key Ent	\$	12,000.00
Feed- Branford Farm		
Wendelin	\$	6,000.00
Voughn	\$	1,100.00
Commodity Specialists	\$	7,200.00
Furst McNess	\$	50,000.00
Aflac	\$	711.12
Florida Department of Environmental Protection-Bell	\$	2,500.00
Florida Department of Environmental Protection-Branford	\$	2,500.00
AT&T	\$	1,409.05
Capital One	\$	303.46
Capital City Bank	\$	2,020.87
City Of High Springs	\$	30.50
Great America Leasing	\$	469.57
Horizon	\$	2,900.00
John Deere Credit	\$	8,045.02
McCrimmons	\$	357.44
Progress Energy	\$	377.75

10/8/2010

Sprint	\$	2,022.77
United Fuel-Bell	\$	10,000.00
United Fuel-Branford	\$	9,000.00
UPS	\$	550.00
Tommy Potts	\$	350.00
Thomson Reuters	\$	297.00
TD Ameritrade	\$	6,612.94
Maintenance and repair	\$	20,000.00
Waste Pro-Bell	\$	170.00
Waste Pro-Branford	\$	800.00
Windstream	\$	927.18
Total	\$	200,854.67
Feed- Bell Farm for the Oct 15th		
Wendelin	\$	6,000.00
Westway Feeds	\$	3,400.00
Commodity Specialists	\$	7,200.00
Purina Mills	\$	8,600.00
Furst McNess	\$	27,000.00
Feed- Branford Farm		
Wendelin	\$	6,000.00
Voughn	\$	1,100.00
Commodity Specialists	\$	7,200.00
Furst McNess	\$	50,000.00
Total	\$	116,500.00
Silage Payment		
83 Custom	\$	10,000.00
Dewayne Knighton	\$	6,741.36
Harriet Knighton	\$	6,741.36
Jerry Goff	\$	8,714.28
SC Cattle Co	\$	16,143.73
Emily Sessions	\$	5,250.00
Patsy Mathis	\$	18,750.00
Fed Ex	\$	55.00
Total	\$	72,395.73
Payroll 10/18th	\$	118,000.00
Total Milk Income	\$	447,699.97
Total Payables	\$	507,750.40
	\$	(60,050.43)

Dairy Production Systems-Georgia

List of Payables and Milk Income

From Friday the 8th of October thru October 19th, 2010

	DPS-GA
Milk Revenue (10-08-10)	\$ 186,555.55
Milk Revenue (10-14-10)	\$ 250,000.00
Projected Settlement Check for prior month (10-15-10)	\$ 180,000.00
Total Revenue	\$ 616,555.55

Expenses

Feed	
Sanimax	\$ 6,800.00
Westway	\$ 8,200.00
Furst McNess	\$ 65,000.00
Kay Enterp	\$ 15,000.00
Aflac	\$ 274.95
Carol Lee	\$ 475.00
TD Ameritrade	\$ 1,358.18
Heifer Haven	\$ 80,000.00
FCC Equipment	\$ 4,148.51
Angel Carrillo	\$ 118.40
David Peterson-Fuel	\$ 10,000.00
Maintenance and repair	\$ 20,000.00
FedEx	\$ 500.00
Total	\$ 211,875.04

Feed	
Sanimax	\$ 6,800.00
Westway	\$ 8,200.00
Furst McNess	\$ 65,000.00
Kay Enterp	\$ 15,000.00
83 Custom	\$ 28,328.23
Richard Beasley	\$ 29,053.21
SC Cattle Co	\$ 20,000.00
Sonny Lamberth	\$ 9,671.40
James Shepherd	\$ 1,505.00
Joe Roberts	\$ 4,339.70
Hatch Creek	\$ 2,385.00
Veolia	\$ 313.34
Total	\$ 190,595.88
Payroll 10/18th	\$ 60,000.00