

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF IOWA**

In re:)	Lead Case No. 12-02872-als11
NATURAL PORK PRODUCTION, II, LLP)	
)	Chapter 11
Debtor and Debtor in Possession.)	
)	Hon. Anita L. Shodeen
)	
<u>EIN: 03-0480873</u>)	
CRAWFORDSVILLE, LLC)	
)	
Debtor and Debtor in Possession)	Affiliated Case No. 12-03748-als11
)	
<u>EIN: 26-2579415</u>)	
BRAYTON, LLC)	
)	
Debtor and Debtor in Possession)	Affiliated Case No. 12-03749-als11
)	
<u>EIN: 26-2579316</u>)	
NORTH HARLAN, LLC)	
)	
Debtor and Debtor in Possession)	Affiliated Case No. 12-03750-als11
)	
<u>EIN: 26-2579476</u>)	
SOUTH HARLAN, LLC)	
)	
Debtor and Debtor in Possession)	Affiliated Case No. 12-03751-als11
)	
<u>EIN: 26-2579560</u>)	

**FINAL SECOND AMENDMENT TO THE SECOND AMENDED JOINT LIQUIDATING
PLAN OF REORGANIZATION DATED OCTOBER 19, 2015, OF THE
DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
WITH THE SUPPORT OF THE INTERCREDITOR COMMITTEE
AND FIRST NATIONAL BANK OF OMAHA**

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COMES NOW, Natural Pork Production, II, LLP, Crawfordsville, LLC, Brayton, LLC, North Harlan LLC, and South Harlan, LLC, (“NPPII” or “Debtors), Debtors and Debtors in Possession herein, together with the Official Committee of Unsecured Creditors, the Intercreditor Committee and the First National Bank of Omaha, by and through its duly-employed General Reorganization Counsel, Jeffrey D. Goetz of the law firm of Bradshaw, Fowler, Proctor & Fairgrave, P.C. and Counsel to the Official Committee of Unsecured Creditors, Aaron L. Hammer and Mark S. Melickian, of the law firm of Sugar Felsenthal Grais & Hammer LLP, and respectfully files the instant Final Second Amendment to the Debtors’ Second Amended Joint Liquidating Plan of Reorganization Dated October 19, 2015 (the “Modified Plan”), and would show this Honorable court as follows:

1. The Disclosure Statement is changed at Page 13, paragraph 3, to state:

“Each holder of an Allowed Class 12 Claim shall be paid in Cash on the Effective Date as follows:”

2. Article II – Designation and Treatment of Unclassified Claim is amended as follows:

“ARTICLE II - DESIGNATION AND TREATMENT OF UNCLASSIFIED CLAIMS

A. Designation. Unclassified Claims consist of the following:

1. Administrative Expense Claims: allowed Administrative Expense Claims as defined above;

2. Priority Tax Claims: Allowed Claims entitled to priority pursuant to Bankruptcy Code Section 507(a)(8).

B. Treatment.

1. Administrative Expense Claims. Except to the extent that the holder has agreed to different and/or less favorable treatment of such Claim, each holder of an Allowed

Administrative Expense Claim shall be paid in Cash the allowed amount of such Claim at the later of the Effective Date or the entry of a Final Order approving such Claim; provided, however, that Administrative Expense Claims that represent expenses, debts, or liabilities incurred by the Debtors in the ordinary course of business from and after the Petition Date shall be assumed and paid in the order and course of the administration of the Debtors' affairs in accordance with the terms and conditions of any agreements relating thereto.

2. Priority Tax Claims. Except to the extent that the holder of a particular Priority Tax Claim has agreed to different and/or less favorable treatment of its Claim, and after the payment in full of all Allowed Claims entitled to payment pursuant Bankruptcy Code Sections 507(a)(1) through (7), inclusive, holders of Priority Tax Claims shall be paid in Cash the allowed amount of such Claim on the later of the Effective Date or the entry of a Final Order approving such Claim to satisfy all such Priority Tax Claims in full. The table below shows all Priority Tax Claims and their proposed Distribution:

Creditor	Type	Treatment	Distribution
Archer City Independent School District	Windthorst Property Taxes	Allowed	\$3,490.51
Archer County	Windthorst Property Taxes	Allowed	\$1,789.82
		Total	\$5,280.33

On December 13, 2013, the Nebraska Department of Revenue ("NDR") filed its Unsecured Priority Proof of Claim No. 156, which it asserted represented unpaid Nebraska Partnership Income Tax, pursuant to Bankruptcy Code Section 507(a)(8), for Tax year ending 2011, and in the amount of \$28,541 tax, not including pre-petition interest of \$582.55, for a total of \$29,123.55.

On March 14, 2014, [Court's Docket #618], the Debtor filed its Objection to the NDR

claim respectfully adding in its Objection that “The Debtor’s objection to proof of Claim No. 156 is based on the Debtors review and analysis of the documentation and support attached to the proof of claim. Specifically, the Debtor objects to the allowance of Proof of Claim No. 156 on the basis that said claim will be recalculated upon confirmation of the Plan and amendment of the Debtors 2011 and 2012 Tax Returns.”

On April 23, 2014, the Court entered a Docket Text Only Order [Court’s Docket #668] in part and including “...it is hereby Ordered that the objection to Claim Number 156 is sustained based upon the conditions identified in the Objection.”

The Plan herein, at ARTICLE IV – MEANS FOR IMPEMENTATION OF THE JOINT PLAN, H., Tax Returns and Amendments, reads: “ Following Confirmation and the distributions contemplated under the Joint Plan, the Reorganized Debtor shall file final federal and state tax returns. The Reorganized Debtor retains the right to amend tax returns filed in prior years if so advised by its legal and tax professionals, provided, however, that the Reorganized Debtor shall not amend tax returns in connection with any distributions received by the Debtors or made by the Debtors in 2011 or 2012.

The Debtor, as a limited liability partnership, is a “pass-through” entity for income tax purposes, and provides K-1 Partnership Returns to its partners. Based on the Nebraska Pork distribution to Onyx Partners, and ultimately the Debtor, in the 2011 tax year, the Debtor duly filed a Form 1065N 2011 Nebraska Return of Partnership Income with the NDR. Included in the 2011 Nebraska Return, the Debtor included, and provided a copy of, a Form 1065N Nebraska Schedule K-1N and a Form 12N Nebraska Nonresident Income Tax Agreement to each of its partners.

The Debtor asserts that the Debtor’s individual partners are solely responsible for their

pro-rata share of income taxes to the NDR, pursuant to each individual partner's Schedule K-1 that was provided to each partner. The Debtor is informed that the NDR asserts that if the Debtor's individual partners do not pay their requisite pro-rata income tax to the NDR pursuant to each partner's Schedule K-1, then the NDR has the right to seek payment of said partnership income tax from the partnership itself, in this case, the Debtor.

Since the Debtor does not intend to amend any 2011 tax returns, including the NDR Partnership Return, the NDR's earlier claim may now be subject to further examination and potentially, litigation. The Debtor reserves the right to further object to the NDR claim. To the extent the Debtor may be liable in part or in full on account of the NDR claim, the Debtor proposes to reserve the disputed \$29,123.55 pending final resolution of this matter.

3. The table in Article III, Section H. Class 8- Allowed General Unsecured Claims, of the Plan is amended as follows:

Name	Claim Amount	Consideration
AMVC Employee Services	\$240.81	Trade Debt
AMVC Management Services	\$216.00	Trade Debt
AT&T	\$299.66	Trade Debt
B&K Smith Trucking, Inc. (transferred to Argo Partners - docket # 612)	\$1,824.60	Trade Debt
Berend Turf & Tractor	\$1,735.15	Trade Debt
Ceres Solutions	\$0.00	Trade Debt
Cottrell, Zakk	\$42.97	Trade Debt
Darlington Municipal Utilities	\$652.29	Trade Debt
Davis Mike	\$101.50	Trade Debt
Duke Energy	\$3,523.19	Trade Debt
Farmers Mutual Coop Telephone	\$6.06	Trade Debt
First Bankcard	\$4,154.00	Trade Debt
Hog Slat, Inc.	\$601.62	Trade Debt
Hog Slat, Inc.	\$645.68	Trade Debt
Indiana State Dept. of Agriculture	\$10.00	Trade Debt
John Wilcox Excavating	\$17,466.20	Trade Debt
Karle Enviro Organic Recycling	\$75.00	Trade Debt

McCord Electrical	\$6,808.82	Trade Debt
PIC	\$29,171.10	Trade Debt
Pomp's Tire Service, Inc.	\$311.18	Trade Debt
Premier Feeds, LLC	\$220.00	Trade Debt
Quench USA (Aquaperfect)	\$48.15	Trade Debt
Robert Ruiz	\$50.00	Trade Debt
Swine Health Services, LLC	\$90.61	Trade Debt
Thrifty Wholesale Supply, Inc.	\$127.64	Trade Debt
U Rent It Center, Inc.	\$390.51	Trade Debt
Verizon Wireless	\$138.02	Trade Debt
Waste Management of Central Indiana	\$429.30	Trade Debt
Waste Management of Central Indiana	\$150.46	Trade Debt
Whitewater Valley REMC	\$132.81	Trade Debt
Wright Hardware	\$274.40	Trade Debt
Total	\$69,937.73	

4. Article III, Section I – Class 9 – Allowed Subordinated Unsecured Claims, is amended as follows:

“Class 9 Claims are Unsecured Claims and consist of the Allowed Unsecured Claims of Subordinated Note Holders who are not IC Class Members or Members of Class 10A. The total amount of proposed Allowed Claims in Class 9 is \$12,835,899.66. Class 9 is Impaired.

Unless the holder of an Allowed Class 9 Claim has agreed to different and/or less favorable treatment of such Claim, each holder of an Allowed Class 11 Claim shall receive a distribution in Cash of ninety percent (90%) of the Allowed amount of such Claim, less such holder’s Pro Rata share of the obligation of Class 9 to fund 10% of the Administrative Claim Overage. Such distribution shall occur as soon as practicable following the Effective Date or upon entry of a Final Order approving such Claim.

Below is a table of all Class 9 Claim holders and the proposed Allowed Claims as of the Petition Date, which include pre-petition interest at the contract rate, and do not include post-petition interest:

Last Name/Business	First Name	Account	Allowed Claim
Axelrod	Alan	260169	\$464,830.58
Axelrod	Arbie	260129	\$326,871.51
Bloomquist	Cynthia Gove	260048	\$48,347.43
Bolander	Frederick WW	260087	\$982,726.97
Bolander	Frederick/Rinske	260068	\$980,668.72
Burge	Wendell IRA (LT)	260109	\$52.98
Cass	Joseph & Amy	260111	\$146,722.64
Christofferson	Paul & Susan	260024	\$24,168.84
Croghan	Peter & Lois	260095	\$18,313.75
D & G Farms		260002/ 260174/ 260175	\$138,872.52
Dinsdale	Joy	260063	\$94,761.10
Finken ⁷	Bob	260090	\$11,618.42
Ford	Michael (RBC)	260099	\$12,905.23
Gray ⁸	Randy	260133	\$2,207.32
Handlos	Lawrence & Doris	260092	\$4,140,372.43
Handlos	Pat (RBC)	260100	\$19,293.94
Juckem	Jay & Denise	260098	\$54,478.56
Lane	Philip IRA (LT)	260086	\$142,270.20
Lane	Jessica	260136	\$18,479.98
Lapke ⁹	Gerald Rev Trust	260127	\$204,294.69
Lapke ¹⁰	JoAnn Rev Trust	260126	\$204,294.69
Lorack	Tim	260016	\$69,065.36
Lorack	Tim (RBC)	260094	\$9,785.26
Lorack	Todd	260015	\$64,270.03
Lorack	Todd (RBC)	260049	\$21,660.84
Neitzel	Charles	260161	\$44,251.17
Nyman	Mark & Shari	260152	\$1,473.28
Oestreicher	Jill	260103	\$98,061.45
Pond	Preston (Interagitive)	260166	\$9,070.66
Purina Mills, Inc.			\$2,009,868.81
Schliesman ¹¹	Thomas (RBC)	260128	\$102,427.62
Schwartz	Gail	260119	\$12,117.17
Stewart	Diane	260033	\$1,660.84

7 Claim was transferred to Argo Partners (DN 595).

8 Claim was transferred to Argo Partners (DN 582).

9 Claim was transferred to Argo Partners (DN 584).

10 Claim was transferred to Argo Partners (DN 583).

11 Claim was transferred to Argo Partners – DN 579.

Stewart	Diane	260123	\$4,337.50
Stewart	Paul	260124	\$886.34
Thorbeck	David	260050	\$48,332.62
Trupointe Cooperative, Inc.			\$1,936,582.95
Wigley	Michael	260051	\$46,370.19
Wittrup	Richard Trust	260047	\$36,317.00
Wood	Mark & Nancy	260036	\$101,342.54
Zaccone	Joe	260006	\$17,634.14
Zaccone	Martin & Mary Jane	260102	\$163,773.15

Members of Class 9 who have Equity Interests shall also receive a distribution in Class 13. Members of Class 9 who dissociated but did not execute the SIA Agreement shall receive a distribution on account of such Dissociated Debt in Class 10.”

5. Article III, Section J. Class 10 - Allowed Dissociated Debtor Claim of Holders that Did Not Receive a January 2012 Distribution is amended as follows:

“Class 10 consists of the Allowed Dissociated Debt Claims that did not receive a January 2012 Distribution either because they executed the SIA Agreement after January 26, 2012 or they never executed the SIA Agreement. There are two parties who dissociated and executed the SIA Agreement after January 26, 2012 (Class 10A) and six parties who dissociated but never executed the SIA Agreement (Class 10B). Class 10A and 10B will receive the treatment as described below. Class 10A is Impaired. Class 10B is impaired.

1. Class 10A – Allowed Dissociated Debt Claims of Persons Who Signed the SIA Agreement After January 26, 2012

Class 10A consists of the following Claims and proposed distribution on such claim:

		Dissociated Debt Claim	Distribution
1.	Diane Weihs	\$ 695,330.61	\$375,930.58
2.	RIIB Family LLC	\$ 222,363.26	\$120,499.03
	Total	\$917,693.87	\$496,429.61

The Distributions to Class 10A represent the amount they would have received from the January, 2012 Distribution had they executed the SIA Agreement prior to January 26, 2012. The Distribution was calculated in the exact same manner as the January 2012 Distributions, which were based upon approximately 41 percent of a Person’s Dissociated Debt with interest as of January, 2012. In addition to the Distribution received in Class 10A, the members of Class 10A will receive a Pro Rata share of the funds paid to Class 12. Each Person’s pro rata share will be based upon that Person’s remaining debt (Dissociated Debt without interest and Subordinated Debt with pre-Petition interest minus the payment received in Class 10A).

2. Class 10B – Allowed Unsecured Claims of Person Who Dissociated but Never Signed the SIA Agreement.

Class 10B consists of the following Claims and proposed Distribution on each Claim:

		Dissociated Debt Claim	Distribution
3.	Frederick/Rinske Bolander Trust	\$ 19,122.77	\$ 3,746.13
4.	Frederick WW Bolander Trust	\$ 187,973.71	\$ 36,823.89
5.	Joy Dinsdale	\$ 53,998.32	\$ 10,578.22
6.	Diane Stewart	\$ 5,371.95	\$ 1,052.36
7.	Paul Stewart	\$ 772.86	\$ 151.40
8.	Joe and Amy Cass ¹²	\$0.00	\$0.00
	Total	\$267,239.61	\$52,352.00

In addition to the amount received on that Person’s Class 10 Dissociated Debt Claim, holders of Class 10B Claims will receive treatment under Class 9 for that Person’s Subordinated Debt Claim.

To the extent the Holder of a Class 10 Claim accepts such treatment, the Holder of a Class 10 Claim shall be deemed to have accepted and waived objection to the claims and treatment of other parties entitled to distribution through the Plan, and the Holder of a Class 10

¹² Joe and Amy Cass are shown in the Debtor’s books and records to have dissociated in 2012 for a calculated unit price effective as of the date of their dissociation of \$0.00. As a result, their Allowed claim is \$0.00, and they will not receive a distribution in this class.

Claim shall waive and release any objections to allowance and payment of the claims of parties in this class.

To the extent that the Holder of a Class 10 Claim objects to confirmation on the basis of its classification treatment (e.g., on grounds that it is unfair and discriminatory), proposed allowed claim amount, or both, all parties' rights are preserved with respect to such creditor's claims in this class, and the Debtor will reserve the amount listed as the Distribution for that claim plus any additional amount necessary to equal the disputed distribution from the funds to be distributed to the ICC Class Fund, and such reserve amount may be determined by the Court at confirmation or by agreement of the ICC Class and the objecting party.

The Class 10 Residual, if any, remaining after payment of Allowed Claims in the class after settlement or a court determination on the class treatment issue shall be released to the ICC Class Fund.

The Frederick/Rinske Bolander Trust and Frederick WW Bolander Trust have agreed to accept without reservation the treatment afforded to their Class 10 Claims, and have waived and agreed not to pursue objections to the Claims of or Joint Plan treatment of other Creditors and Interest holders.

6. Paragraphs 2 and 3 of Article III, Section K. Class 11 – Allowed Dissociated Debt Claims of ICC Class Members, are amended as follows:

“The members of Class 11 were collectively owed \$3,407,604.04 on their Subordinated Debt Note Claims as of the Petition Date and collectively received \$1,412,112.52 from the January 2012 Distribution. Unless the holder of an Allowed Class 11 Claim has agreed to different and/or less favorable treatment of such Claim, each holder of an Allowed Class 11 Claim shall receive a distribution in Cash of up to ninety percent (90%) of the Allowed amount

of such Claim on the Effective Date or upon entry of a Final Order approving such Claim, based on the following.

The distribution amount for a Class 11 Claim shall include: (i) the retention of the payment or Dividend from the January 2012 Distribution, plus (ii) a Pro Rata share of \$1,827,611.29, so that the total distribution including the January 2012 Distribution shall equal ninety percent (90%) of the Allowed Claim, less such holder's Pro Rata share of the obligation of the ICC Class Fund to fund 45% of the Administrative Claim Overage.

7. The table of Class 11 Claim holders in Article III, Section K is deleted in its entirety and replaced with the following table in order to (1) correct an error in listing one Person twice; (2) add a Person that was inadvertently not included; and (3) list the Class 11 Claim holders in alphabetical order.

	Holder	Amount Owed	90% of Allowed Subordinated Debt	SIA Payment (January 2012 Distribution)	Maximum Distribution¹³
1	Amrozowicz, Rich	\$301,869.61	\$ 271,682.65	\$ 173,802.83	\$97,879.82
2	Betts, Robert (Pershing TTEE FBO) ¹⁴	\$43,767.58	\$39,390.82	\$17,354.95	\$ 22,035.87
3	Blair, Kelly (pers)	\$58,545.37	\$52,690.83	\$22,348.37	\$30,342.46
4	Blomme, Bob (RBC)	\$39,237.05	\$ 35,313.35	\$17,177.90	\$18,135.44
5	Carpenter Family Trust	\$36,104.90	\$32,494.41	\$15,997.61	\$16,496.80
6	Deren, Christopher	\$94,816.82	\$85,335.14	\$34,861.69	\$50,473.45
7a	First National Bank of Omaha (D&G Farms)	\$141,096.31	\$126,986.68	0.00	\$126,986.68
7b	Gimbel, Ronald	\$ 46,283.27	\$41,654.94	\$20,523.87	\$21,131.08
8	Gimbel, Steven	\$46,283.27	\$41,654.94	\$20,523.73	\$21,131.22
9	Greer, Dennis	\$ 48,347.49	\$43,512.74	\$15,873.75	\$27,638.99

¹³ Maximum Distribution illustrates the proposed distribution to reach 90% of the Allowed Claim. The actual distribution will be less to the extent of the ICC Class Fund responsibility for 45% of the Administrative Claim Overage.

¹⁴ Claim was transferred to Argo Partners (DN 581)

10	Haupts, William (RBC)	\$ 23,331.19	\$20,998.07	\$8,130.33	\$12,867.75
11	Hemminger, Dale (LT)	\$29,834.65	\$26,851.19	\$10,070.37	\$16,780.82
12	Hofmeister, Nancy (pers)	\$43,816.55	\$39,434.90	\$15,991.51	\$23,443.39
13	Koesters, Luke F. (RBC)	\$20,784.44	\$18,706.00	\$7,547.29	\$11,158.71
14	Koesters, Debbie Lee (RBC)	\$24,125.78	\$21,713.20	\$8,756.79	\$12,956.41
15	Lane, Jonathan	\$15,979.42	\$14,381.48	\$293.45	\$14,088.02
16	Lane, Philip	\$142,270.20	\$128,043.18	\$62,970.32	\$65,072.86
17	Lane, Philip – Defined Benefit	\$203,828.31	\$183,445.48	\$112,123.34	\$71,322.14
18	Lane, Richard Trust	\$196,284.30	\$176,655.87	\$45,893.50	\$130,762.37
19	Larson, Dennis	\$231,850.99	\$208,665.89	\$75,374.79	\$133,291.10
20	Leinein, Scott & Dena	\$45,468.15	\$40,921.34	\$20,680.30	\$20,241.04
21	Maday, Thomas J. & Jean M.	\$143,176.49	\$128,858.84	\$59,414.25	\$69,444.59
22	Markham, Philip	\$92,717.73	\$83,445.96	\$30,086.62	\$53,359.33
23	Merkle, Brian & Peggy ¹⁵	\$22,257.59	\$20,031.83	\$6,659.23	\$13,372.60
24	Moss, Robert	\$35,795.32	\$32,215.79	\$16,324.46	\$15,891.33
25	Murtaugh, Tom & Jill	\$9,818.82	\$8,836.94	\$3,255.92	\$5,581.02
26	Nichols, William (RBC)	\$38,876.33	\$34,988.70	\$16,959.41	\$18,029.29
27	Nickel, Inc.	\$87,290.97	\$78,561.87	\$32,792.07	\$45,769.81
28	Penney, Robert C.	\$84,920.28	\$76,428.25	\$34,392.81	\$42,035.44
29	QRS Investments	\$139,110.58	\$125,199.52	\$44,881.79	\$80,317.73
30	Reinig, Elizabeth Jo Rev. Trust	\$36,372.15	\$32,734.94	\$16,222.23	\$16,512.70
31	Roberts, Brad (RBC)	\$102,975.49	\$92,677.94	\$34,285.94	\$58,392.00
32	Russell, Maurice & Mardene ¹⁶	\$102,470.45	\$92,223.41	\$43,648.36	\$48,575.04
33	Salzinger, Steve ¹⁷	\$253,301.29	\$227,971.16	\$102,231.78	\$125,739.38
34	Schaben, Gary & Jackie	\$22,610.57	\$20,349.51	\$8,784.26	\$11,565.26
35	Sorensen, Jerry	\$67,957.63	\$61,161.87	\$25,646.24	\$35,515.63

¹⁵ Claim was transferred to ASM Capital IV, L.P. (DN 611)

¹⁶ Claim was transferred to ASM Capital IV, L.P. (DN 585)

¹⁷ Claim was transferred to ASM Capital IV, L.P. (DN 578)

	(RBC)				
36	Stava, Ron & Grace	\$53,050.01	\$47,745.01	\$21,646.70	\$26,098.31
37	Svendsen, Elliott & Ardis	\$12,157.58	\$10,941.82	\$5,443.07	\$5,498.75
38	Walsh, Patrick & Shelia	\$96,695.03	\$87,025.53	\$31,560.35	\$55,465.18
39	Wellmark BCBS	\$147,328.81	\$132,595.93	\$65,769.95	\$66,825.98
40	Willis, Dean & Robin	\$165,891.58	\$149,302.42	\$59,916.92	\$89,385.50
			Total		\$1,827,611.29

8. Article III, Section L Class 12 – Allowed Claims of Pre-Impairment and Post-Impairment Dissociated Partners Who Received a Distribution in January 2012 is amended as follows:

“Class 12 – Allowed Claims of Pre-Impairment and Post-Impairment Dissociated Partners Who Received a January 2012 Distribution or Who Hold Class 10A Allowed Claims.

Class 12 consists of the holders of Claims of Pre-Impairment and Post-Impairment Dissociated Partners holding Buy-Sell Notes who received a distribution from the January 2012 Distribution or who are receiving that equivalent distribution through Class 10A in this Plan.

Class 12 does not, however, include the holders of Claims of Pre-Impairment and Post-Impairment Dissociated Partners holding Buy-Sell Notes who are in Class 10B or Class 11.

Class 12 is Impaired.

Class 12 consists of the following parties:

Last Name	First Name	Amount Received 1/2012 or Through Class 10A
Agriculture, Inc.		\$130,817.67
Anliker	Michael (RBC)	\$4,092.31
Beach	Ron (LT)	\$100,839.65
Beach	Ron & Jones, Mona	\$90,377.99
Block	David	\$235,487.12
Booth	Connie (RBC)	\$10,940.77
Booth	Robert (RBC)	\$10,646.13
Booth	Robert & Connie	\$51,696.07

Bradley	John	\$41,062.46
Burge	Wendell (pers)	\$79,207.19
Burgoyne Roberts Trust		\$91,101.07
Clemens	Jon & Suzanne	\$2,802.18
Craton Capital GP, LLC		\$944,466.75
Deren	Patrick (RBC)	\$13,804.27
Donlin	Sean	\$96,974.99
Ewing	Richard	\$773,635.72
FNBO (Diane Weihs)		\$144,237.63
FNBO (Gary Weihs)		\$974,213.20
Gardner	Cyrus	\$118,840.25
Gary Burge Revocable Trust		\$173,920.14
Gearhart	Michael	\$22,013.34
Gingerich	Maynard & Carol	\$29,494.23
Goedken	Wayne	\$17,513.90
Goedken	Wayne (RBC)	\$39,525.34
Gordon	Deb	\$917.72
Gordon	Todd	\$489.06
Hoegh	Donna	\$40,842.35
Hoegh	Winston	\$24,505.69
Hofmeister	Douglas	\$17,195.47
Howland	Amanda (LT)	\$1,963.83
Howland	Amanda (LT)	\$1,474.66
Koesters	Kara	\$8,120.26
Kruse Investment Co.		\$798,352.26
Lane Asset Management		\$409,084.40
Lane	Eli, Philip & Richard	\$5,390.06
Lane	Harriet	\$26,976.11
Lane	Harriet Trust	\$86,811.09
Lane	Jessica (from Eli Lane)	\$20,015.15
Lane	Jonathan (from Eli Lane)	\$19,966.43
Lane	Philip (from Eli Lane)	\$248,199.64
Lane	Philip Money Purchase Plan	\$95,257.74
Lane	Philip (pers)	\$62,970.32
Lane	Richard (from Eli Lane)	\$248,199.64
Ludwig	Thomas & Nancy	\$22,342.65
Manatt	Chuck	\$105,162.78
McManaman	Betty	\$10,603.78
Motsick	Lorrie (RBC)	\$2,415.58
Motsick	Rick (RBC)	\$2,415.58
Noble	James	\$20,348.70
O'Connor	Brian and Jennifer	\$20,007.81
Oestreicher	Jody (LT)	\$30,108.30
Petsche	Joe & Laura	\$7,763.64
Pond	Preston	\$237,843.44

Pond	Preston (RBC)	\$27,788.77
Pond	Vicki (RBC)	\$1,806.84
RIIB Family, LLC		\$120,499.03
Rees	Gary & Michelle	\$157,926.12
Rees	Ryan	\$6,762.26
Rees	Ryan (LT)	\$896.47
Rees	Tyler	\$12,353.31
Reinig	Ed	\$82,220.19
Ruppert	William & Eleanora	\$37,632.86
Ruppert, Jr.	William (pers)	\$61,311.30
Schmitz	Steve	\$704,353.91
Schomers	Don	\$20,757.81
Schulte	Charles	\$31,914.08
Schulte	Karen (LT)	\$28,975.46
Schulte	Karen (pers)	\$19,719.20
Seivers	Kent & Judy	\$105,870.85
Staiert	Walter & Laurie	\$53,615.92
Svendsen	Doug (RBC)	\$11,155.31
Teggatz	Curt	\$15,073.88
VanBaale, LLC		\$31,492.19
Vincent	Thomas (RBC)	\$16,579.74
Walsh	Patrick (RBC)	\$21,063.58
Weih	David	\$4,811.33
Weih	Diane	\$375,930.58
Weih	John	\$79,432.19
Weih	Karen (RBC)	\$75,414.87
Weih	Karen (RBC Roth IRA)	\$25,992.87
Weih	Karen Revocable Trust	\$73,708.43
Weih	Ron	\$29,986.52
Westphalen	Casey (LT)	\$3,125.25
Westphalen	Michael (RBC SEP)	\$5,005.44
Woodruff	Michelle	\$58,112.69
Zaccone	Mark	\$308,092.44
Zaccone Investments		\$319,686.04

Members of Class 12 may hold debt in the form of Buy-Sell Notes and Subordinated Debt Notes. In determining the amount of debt held by Members of Class 12, the Subordinated Debt Note Claims shall include pre-petition interest at the contract rate. The Buy-Sell Note Claim amount for each Pre-Impairment Dissociated Partner includes interest from the date of their Dissociation Notice thru the Petition Date, which is allowed by virtue of the decision of the

Iowa Court of Appeals in *Craton Capital, L.P. and Kruse Investment Company v. Natural Pork Production II, L.L.P.*, 797 N.W.2d 623 (2011).

The Buy-Sell Note claim amount for Post-Impairment Dissociated Partners does not include pre-petition or post-petition on their Buy-Sell Note claims. The total amount of debt held by Class 12 after accounting for the January 2012 Distribution and the Distribution made under Class 10A herein is no greater than \$17.7 million.

Unless the holder of an Allowed Class 12 Claim has agreed to a different and/or less favorable total of such Claim, each holder of an Allowed Class 12 Claim shall be paid in Cash on the Effective Date as follows: (i) by retention of the payment or Dividend from the January 2012 Distribution or the Distribution received under Class 10A herein, plus (ii) will share Pro Rata in the residual funds remaining after payment of all other claims under this Plan.

The distribution to this Class shall come solely from the ICC Class Fund, as it may be supplemented from the Class 10 Residual and subject to the obligation of the ICC Class Fund to fund 45% of the Administrative Claim Overage. The total distribution will be paid to the BrownWinick Law Firm's Trust Account for payment to Class 12 and is subject to any agreements between the members of this Class and the Members of Class 11.

9. The Table in Article III, Section J. Class 13 - Allowed Equity Distribution to Current Equity Interest Holders, is amended and updated to reflect the current maximum Distribution to each claim:

Equity Holder	Units	% Ownership	Maximum Distribution
Bob Finken ¹³	1.17	0.22%	\$2,073.66
Charles Neitzel	3.32	0.62%	\$5,884.22
Cynthia Bloomquist	3.27	0.61%	\$5,795.60
D&G Farms	19.25	3.59%	\$34,117.83
D&G Farms	19.25	3.59%	\$34,117.83

Equity Holder	Units	% Ownership	Maximum Distribution
David Thorbeck	3.27	0.61%	\$5,795.60
Gail Schwartz	1.14	0.21%	\$2,020.48
Jay & Denise Juckem	5.49	1.02%	\$9,730.23
Lawrence & Doris Handlos	406.59	75.85%	\$720,621.82
Mark & Nancy Wood	11.33	2.11%	\$20,080.78
Mark & Shari Nyman	0.14	0.03%	\$248.13
Michael Wigley	3.12	0.58%	\$5,529.75
Millennium Trust-Randy Gray ²⁴	0.21	0.04%	\$372.19
Paul & Susan Christofferson	2.5	0.47%	\$4,430.89
Pete & Lois Croghan	1.81	0.34%	\$3,207.96
Philip Lane	11.7	2.18%	\$20,736.55
RCB-Michael Ford	1.25	0.23%	\$2,215.44
RBC-Pat Handlos	1.82	0.34%	\$3,225.69
RBC-Tim Lorack	0.97	0.18%	\$1,719.18
RBC-Todd Lorack	2.25	0.42%	\$3,987.80
Richard Wittrup	4.36	0.81%	\$7,727.47
Tim Lorack	15.23	2.84%	\$26,992.97
Todd Lorack	14.72	2.75%	\$26,089.07
Wendell Burge	1.85	0.35%	\$3,278.86
TOTAL	536.01		\$950,000.00

10. At Page 44, Under Article XV, Section A - General Summary, the last sentence is redacted and revised to state:

“Additionally, the Debtors in the Crawfordsville Case, the Brayton Case, the North Harlan Case and the South Harlan Case will be dissolved, liquidated and their bankruptcy cases closed, and the Natural Pork Case shall be the sole surviving Reorganized Debtor operating under the main case number.”

11. At Pages 44-45, Under Section C – Transfer of Windthorst Property: Residual Estate Assets, the first paragraph is revised to include additional language.

24 Claim was transferred to Argo Partners (DN 582).

“Pursuant to the Global Settlement, the Plan Proponents and other mediation participants agreed that the Windthorst property shall be transferred pursuant to Section 363 of the Bankruptcy Code to Lawrence Handlos, who will assume all risk and liability. The transfer shall be in the form of an outright sale of the Windthorst property including all assets and liabilities associated with the property. The Plan Proponents and parties to the Global Settlement have agreed, based on available information, that the Windthorst property’s potential environmental liabilities far exceed its value to the estates. For this reason, purchaser Lawrence Handlos has agreed to assume all risk and liability for the Windthorst property in exchange for an Allowed Administrative Claim in the amount of \$500,000. This transfer may be consummated either before or after the Effective Date of the Joint Plan, and may be approved and made a part of the Joint Plan in connection with an order confirming the Joint Plan.”

12. At Page 58, under Section F – Final Decree, the first paragraph has been redacted and the second paragraph has been revised to state:

“Once the bankruptcy estates of Natural Pork and its affiliated debtors and this Joint Plan have been fully administered pursuant to Bankruptcy Rule 3022 and applicable case law and the terms of the Joint Plan, the Reorganized Debtor shall file a consolidated final report and motion for Final Decree to close all of the Bankruptcy Cases.

DATED: January 8, 2016

Respectfully submitted,

Natural Pork Production II, LLP
An Iowa Limited Liability Partnership

By: /s/ Lawrence Handlos
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Its: Sole Managing Partner

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