

**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>)	

**FIRST AMENDMENT TO THE JOINT DISCLOSURE STATEMENT FOR 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 First Amendment to the Debtors’ Joint Disclosure Statement for Second Amended Joint Liquidating Plan of Reorganization Dated October 19, 2015 (the “Modified Plan”), and would show this Honorable court as follows:

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

“Each holder of an Allowed Class ~~13~~12 Claim shall be paid in Cash on the Effective Date as follows:”

2. At Page 31, Under Paragraph G. Class 10 – Allowed Dissociated Debt Claims of Holders that did not Receive a January 2012 Distribution, the first paragraph is modified to state:

“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 ~~seven~~ partie~~s~~eight claimants in this class who dissociated and did not receive a January 2012 Distribution, each of which shall receive a pro rata distribution of \$200,000 based on their Allowed Class 10 Claim, subject to the reserve described below.

Class 10 is Impaired.”

3. At Page 31-32, the table of all Class 10 Claims is modified to add Joe and Amy Cass, with a Claim of 0.00 and a Distribution of 0.00, with the footnote no. 7 to explain the entry:

		Claim	Distribution
1.	Diane Weihs (post-setoff)	\$ 531,330.61	\$104,087.21
2.	Frederick/Rinske Bolander Trust	\$ 19,122.77	\$ 3,746.13
3.	Frederick WW Bolander Trust	\$ 187,973.71	\$ 36,823.89
4.	RIIB Family LLC	\$ 222,363.26	\$ 43,560.77
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
<u>8.</u>	<u>Joe and Amy Cass⁷</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
	Total	\$1,020,933.48	\$200,000.00

4. At Pages 39-40, under Paragraph J. Class 13 - Allowed Equity Distribution to Current Equity Interest Holders, the Table has been updated to reflect the current maximum Distribution to each claim:

Equity Holder	Units	% Ownership	Maximum Distribution
Bob Finken ¹³	1.17	0.2122%	\$2,022.60073.66
Charles Neitzel	3.32	0.6062%	\$5,739.35884.22
Cynthia Bloomquist	3.27	0.6061%	\$5,652.94795.60
D&G Farms	19.25	3.5059%	\$33,27734,117.83
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David Thorbeck	3.27	0.6061%	\$5,652.94795.60
Gail Schwartz	1.14	0.21%	\$1,970.742,020.48
Jay & Denise Juckem	5.49	1.0002%	\$9,490.66730.23
<u>Joseph & Amy Cass</u>	<u>13.53</u>	<u>2.46%</u>	<u>\$23,389.56</u>
Lawrence & Doris Handlos	406.59	73.9975.85%	\$702,879.68720,621.82

7 Joe and Amy Cass are shown in the Debtors' 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.

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

Equity Holder	Units	% Ownership	Maximum Distribution
Mark & Nancy Wood	11.33	2.0611%	\$19,586.3820,080.78
Mark & Shari Nyman	0.14	0.03%	\$242.02248.13
Michael Wigley	3.12	0.5758%	\$5,393.60529.75
Millennium Trust-Randy Gray ¹⁴	0.21	0.04%	\$363.03372.19
Paul & Susan Christofferson	2.5	0.4547%	\$4,321.80430.89
Pete & Lois Croghan	1.81	0.3334%	\$3,128.98207.96
Philip Lane	11.7	2.1318%	\$20,226.01736.55
RCB-Michael Ford	1.25	0.23%	\$2,160.90215.44
RBC-Pat Handlos	1.82	0.3334%	\$3,146.27225.69
RBC-Tim Lorack	0.97	0.18%	\$1,676.86719.18
RBC-Todd Lorack	2.25	0.4142%	\$3,889.62987.80
Richard Wittrup	4.36	0.7981%	\$7,537.21727.47
Tim Lorack	15.23	2.7784%	\$26,328.38992.97
Todd Lorack	14.72	2.6875%	\$25,446.7426,089.07
Wendell Burge	1.85	0.3435%	\$3,198.13278.86
TOTAL	549.54536.01		\$950,000.00

5. At Page 43-44, 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. ~~Final Reports and Motions for Entry of Final Decrees in the Crawfordsville Case, the Brayton Case, the North Harlan Case and the South Harlan Case shall be filed by the Reorganized Debtor within thirty (30) days of the Effective Date, operating under the main case number.~~”

6. At Pages 44, Under Section C – Transfer of Windthorst Property: Residual Estate

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

Assets, the first paragraph is revised to include additional language.

“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 ~~this~~the Joint Plan in connection with an order confirming ~~this~~the Joint Plan.”

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

~~“Within forty five (45) days after Confirmation, the Reorganized Debtor shall file a final report and motion for entry of final decree in the subsidiary Crawfordsville, Brayton, North Harlan and South Harlan cases.—————~~

Once the bankruptcy ~~estate~~estates of Natural Pork and its affiliated debtors and this Joint Plan ~~has~~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 ~~with the Court to obtain afor~~ Final Decree
to close all of the main case Bankruptcy Cases.

DATED: December 1, 2015

Respectfully submitted,

Natural Pork Production II, LLP
An Iowa Limited Liability Partnership

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

Prepared by:

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Harlan, LLC, Debtors and Plan Proponents

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Unsecured Creditors