

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

| | |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): World Nutrition, Inc. | 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 Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 86-0978420 | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State): 7001 N Scottsdale Rd #2000 Scottsdale, AZ | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 85253 | ZIP Code |
| County of Residence or of the Principal Place of Business: Maricopa | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code | ZIP Code |

Location of Principal Assets of Business Debtor (if different from street address above):

| | | |
|--|---|---|
| <p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <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.) | <p align="center">Nature of Business (Check one box)</p> <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 | <p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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 |
| <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | | <p align="center">Nature of Debts (Check one box)</p> <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. |

| | |
|---|--|
| <p align="center">Filing Fee (Check one box)</p> <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. | <p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <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. Check all applicable boxes: <input checked="" 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). |
|---|--|

Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

| | | | | | | | | | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Estimated Number of Creditors | | | | | | | | | |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | OVER 100,000 |

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| Estimated Assets | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |

| | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|
| Estimated Liabilities | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |

THIS SPACE IS FOR COURT USE ONLY

| | |
|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | Name of Debtor(s): World Nutrition, Inc. |
|---|--|

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

| | | |
|---------------------------------------|--------------|-------------|
| Location Where Filed: - None - | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

| | | |
|------------------------------------|---------------|-------------|
| Name of Debtor: - None - | Case Number: | Date Filed: |
| District: | Relationship: | Judge: |

| | |
|---|--|
| <p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> |
|---|--|

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

World Nutrition, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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.
[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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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.

(Check only one box.)

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.

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.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Alisa C. Lacey
Signature of Attorney for Debtor(s)

Alisa C. Lacey 010571
Printed Name of Attorney for Debtor(s)

Stinson Morrison Hecker LLP
Firm Name

1850 N. Central Ave.
Suite 2100
Phoenix, AZ 85004-4584

Address

602-279-1600 Fax: 602-240-6925
Telephone Number

September 24, 2009
Date

*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.

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Signature of Debtor (Corporation/Partnership)

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Ryuji Hirooka
Signature of Authorized Individual

Ryuji Hirooka
Printed Name of Authorized Individual

President/CEO/Secretary
Title of Authorized Individual

September 24, 2009
Date

**SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
WORLD NUTRITION, INC.**

A special meeting of the Board of Directors of World Nutrition, Inc., an Arizona corporation (the "Company"), was duly held at Phoenix, Arizona, on the 24th day of September 2009, by consent.

There was present all of the directors of World Nutrition, Inc., being:

Ryuji Hirooka

The meeting was duly called to order by Ryuji Hirooka, President, Chief Executive Officer, Secretary and Director of the Company, who explained to the Board that, due to the financial difficulties of the corporation, he recommended that the corporation file a Chapter 11 proceeding under the United States Bankruptcy Code. After discussion, the following resolution was adopted:

BE IT RESOLVED that World Nutrition, Inc. be, and hereby is, authorized to file a Chapter 11 proceeding in the United States Bankruptcy Court for the District of Arizona; and

BE IT FURTHER RESOLVED that the Ryuji Hirooka is authorized to execute a petition for relief under Chapter 11 and any and all other documents necessary to effectuate the bankruptcy; and

BE IT FURTHER RESOLVED that the corporation employ Stinson Morrison Hecker LLP to represent the corporation in connection with the Chapter 11 proceeding authorized herein.

There being no further business to come before the Board, the meeting was duly adjourned.

/s/ Ryuji Hirooka

Ryuji Hirooka

**United States Bankruptcy Court
District of Arizona**

In re World Nutrition, Inc.

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> |
| Marlyn Nutraceuticals, Inc. c/o Paul M Levine, Esq. 3636 N Central Ave #1050 Phoenix, AZ 85012-1940 | Marlyn Nutraceuticals, Inc. c/o Paul M Levine, Esq. 3636 N Central Ave #1050 Phoenix, AZ 85012-1940 | Judgment | Contingent Unliquidated Disputed | 1,703,133.44 |
| Specialty Enzymes & Biochem 13591 Yorba Ave Chino, CA 91710 | Specialty Enzymes 13591 Yorba Ave Chino, CA 91710 909-613-1660; F 909-613-1663 | | | 95,961.00 |
| Wells Fargo Bank PO Box 54349 Los Angeles, CA 90054-0349 | Wells Fargo Bank PO Box 54349 Los Angeles, CA 90054-0349 | Visa | | 20,389.00 |
| Lewis Brisbois Bisgaard & Smith 221 N Figueroa St #1200 Los Angeles, CA 90012 | Lewis Brisbois Bisgaard & Smith 221 N Figueroa St #1200 Los Angeles, CA 90012 | Legal Fees | | 19,908.19 |
| American Express PO Box 0001 Los Angeles, CA 90096 | American Express PO Box 0001 Los Angeles, CA 90096 | Credit card | | 17,554.50 |
| Advanced Protein Systems 601 S 54th Ave #101 Phoenix, AZ 85043 | Advanced Protein Systems 601 S 54th Ave #101 Phoenix, AZ 85043 | Product manufacturer | | 13,308.35 |
| Thomson Conant PLC 2398 E Camelback Rd #925 Phoenix, AZ 85016 | Thomson Conant PLC 2398 E Camelback Rd #925 Phoenix, AZ 85016 602-508-9010; F 602-508-9015 | | | 8,728.00 |
| Ogletree, Deakins, Nash, Smoak 918 S Pleasantburg Dr PO Box 89 Columbia, SC 29202 | Ogletree, Deakins, Nash, Smoak 918 S Pleasantburg Dr PO Box 89 Columbia, SC 29202 | Legal fees | | 7,613.71 |
| Edwards Largay Mihaylo & Co 333 E Osborn Rd #260 Phoenix, AZ 85012 | Edwards Largay Mihaylo & Co 333 E Osborn Rd #260 Phoenix, AZ 85012 | Tax preparation fees | | 5,967.00 |
| Jennings Strouss 201 E Washington St 11th Fl Phoenix, AZ 85004 | Jennings Strouss 201 E Washington St 11th Fl Phoenix, AZ 85004 | Legal fees | | 5,150.00 |

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> |
| Rios, Tara 1336 W Jersey Wy Queen Creek, AZ 85243 | Rios, Tara 1336 W Jersey Wy Queen Creek, AZ 85243 | Overtime pay earned, but not paid | | 1,553.15 |
| Hyde, Shaid 13462 W Redfield Rd Surprise, AZ 85379 | Hyde, Shaid 13462 W Redfield Rd Surprise, AZ 85379 | Overtime pay earned, but not paid | | 1,374.37 |
| Pete, Phillip 11680 E Sahuaro Dr Scottsdale, AZ 85259 | Pete, Phillip 11680 E Sahuaro Dr Scottsdale, AZ 85259 | | | 1,192.40 |
| Hoedel, Mona 3814 E Mountain Sky Ave Phoenix, AZ 85044 | Hoedel, Mona 3814 E Mountain Sky Ave Phoenix, AZ 85044 | Overtime pay earned, but not paid | | 1,120.22 |
| Kramarczyk, Michael 42305 W Little Dr Maricopa, AZ 85238 | Kramarczyk, Michael 42305 W Little Dr Maricopa, AZ 85238 | | | 1,057.69 |
| Seifert, Jennifer Dunn 2730 E Vermonte Dr Gilbert, AZ 85297 | Seifert, Jennifer Dunn 2730 E Vermonte Dr Gilbert, AZ 85297 | | | 1,000.00 |
| Richardson, Carole Lynn 2646 E Megan St Gilbert, AZ 85295 | Richardson, Carole Lynn 2646 E Megan St Gilbert, AZ 85295 | | | 865.38 |
| Miller, Amanda 7120 E Whilshore Dr #3 Scottsdale, AZ 85257 | Miller, Amanda 7120 E Whilshore Dr #3 Scottsdale, AZ 85257 | | | 769.20 |
| Avila, Patty 38044 W Montserrat Maricopa, AZ 85238 | Avila, Patty 38044 W Montserrat Maricopa, AZ 85238 | | | 769.20 |
| Andrade, Gloria 419 W Piedmont Rd Phoenix, AZ 85041 | Andrade, Gloria 419 W Piedmont Rd Phoenix, AZ 85041 | | | 758.60 |

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

I, the President/CEO/Secretary 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 September 24, 2009Signature /s/ Ryuji Hirooka

Ryuji Hirooka
President/CEO/Secretary

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 Arizona**

In re World Nutrition, Inc.,
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|--|----------------------|------------------|---------------------|---------------------|------------|
| A - Real Property | Yes | 1 | 0.00 | | |
| B - Personal Property | Yes | 4 | 1,098,407.88 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 1 | | 496,174.00 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 6 | | 19,125.71 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 3 | | 1,898,966.16 | |
| G - Executory Contracts and Unexpired Leases | Yes | 1 | | | |
| H - Codebtors | Yes | 1 | | | |
| I - Current Income of Individual Debtor(s) | No | 0 | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | 0 | | | N/A |
| Total Number of Sheets of ALL Schedules | | 17 | | | |
| Total Assets | | | 1,098,407.88 | | |
| Total Liabilities | | | | 2,414,265.87 | |

**United States Bankruptcy Court
District of Arizona**

In re World Nutrition, Inc.,
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

| Type of Liability | Amount |
|---|--------|
| Domestic Support Obligations (from Schedule E) | |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) | |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | |
| Student Loan Obligations (from Schedule F) | |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E | |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F) | |
| TOTAL | |

State the following:

| | |
|---|--|
| Average Income (from Schedule I, Line 16) | |
| Average Expenses (from Schedule J, Line 18) | |
| Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20) | |

State the following:

| | | |
|--|--|--|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column | | |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column | | |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column | | |
| 4. Total from Schedule F | | |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4) | | |

In re World Nutrition, Inc.
 Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| Description and Location of Property | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|--------------------------------------|---|------------------------------------|--|-------------------------|
|--------------------------------------|---|------------------------------------|--|-------------------------|

None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re World Nutrition, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|------------------|--|---|---|
| 1. Cash on hand | X | | | |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | | Wells Fargo - Operating Account 8991 E Mountain View Rd Scottsdale AZ 85258 Account #191-3658439 (Operating) | - | 46,973.56 |
| | | Central Arizona Bank 7001 N Scottsdale Rd #1000 Scottsdale AZ 85253 Account #109016115 (balance as of 9/15/09) | - | 126,463.00 |
| | | Wells Fargo Bank Account #188-9057681 (Checking) | - | 0.00 |
| | | Wells Fargo Bank Account #397-9933557 (Business checking) | - | 637.60 |
| | | Wells Fargo Bank Account #155-7155908 (Business Package Savings) | - | 0.58 |
| | | Wells Fargo Bank Account #158-3198021 (Business Package Savings) | - | 181.50 |
| | | Wells Fargo Escrow - unknown location - garnished by Marlyn Nutraceuticals, but not turned over; removed from operating account | - | 75,000.00 |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | | The Matteson Company One Lagoon Dr #200 Redwood City CA 94065 Office lease deposit | - | 19,094.00 |
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| Sub-Total > | | | | 268,350.24 |
| (Total of this page) | | | | |

3 continuation sheets attached to the Schedule of Personal Property

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|---|---|---|
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | | Trade accounts receivable - (confidential customer list) | - | 283,315.64 |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | X | | | |

Sub-Total > **283,315.64**
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|--|---|---|
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | X | | | |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. | X | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | X | | | |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. | X | | | |
| 22. Patents, copyrights, and other intellectual property. Give particulars. | X | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | X | | | |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | | Customer list contained in company computer data base | - | Unknown |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | X | | | |
| 26. Boats, motors, and accessories. | X | | | |
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | | Furniture and fixtures @ Debtor's offices | - | 1,643.00 |
| | | Office equipment @ Debtor's offices | - | 8,727.00 |
| | | | Sub-Total > | 10,370.00 |
| | | | (Total of this page) | |

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re World Nutrition, Inc.
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|------------------|--|---|---|
| 29. Machinery, fixtures, equipment, and supplies used in business. | | Computer equipment @ Debtor's offices | - | 14,558.00 |
| 30. Inventory. | | Advanced Protein Systems (APS) 601 S 54th Ave Phoenix AZ 85043 RAW MATERIALS | - | 39,231.00 |
| | | Professional Marketing Associates (PMA) 405 W Fairmont Dr Tempe AZ 85282 FINISHED GOODS | - | 277,017.00 |
| 31. Animals. | X | | | |
| 32. Crops - growing or harvested. Give particulars. | X | | | |
| 33. Farming equipment and implements. | X | | | |
| 34. Farm supplies, chemicals, and feed. | X | | | |
| 35. Other personal property of any kind not already listed. Itemize. | | Product Deposit Americain Institute of Eastern Medicine 9795 N Forgotten Hills Dr Scottsdale AZ 85262 | - | 205,566.00 |

| | |
|----------------------|---------------------|
| Sub-Total > | 536,372.00 |
| (Total of this page) | |
| Total > | 1,098,407.88 |

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---------------------------------|
| | | H W J C | | | | | |
| Account No. 8408338772 | | | | | | | |
| Wells Fargo Bank Business Lending PO Box 659713 San Antonio, TX 78265 | | - | | | | | |
| | | | | | | 496,174.00 | 0.00 |
| Account No. | | | | | | | |
| | | | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| Subtotal (Total of this page) | | | | | | 496,174.00 | 0.00 |
| Total (Report on Summary of Schedules) | | | | | | 496,174.00 | 0.00 |

0 continuation sheets attached

In re World Nutrition, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5 continuation sheets attached

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E D E B T O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|--|--|--|--|--|--------------------------------------|---|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. Andrade, Gloria 419 W Piedmont Rd Phoenix, AZ 85041 | - | | 9/19/09 to 9/25/09 | | | | 758.60 | 0.00 |
| | | | | | | | 758.60 | 758.60 |
| Account No. Avila, Patty 38044 W Montserrat Maricopa, AZ 85238 | - | | 9/19/09 - 9/25/09 | | | | 769.20 | 0.00 |
| | | | | | | | 769.20 | 769.20 |
| Account No. Bryan, Casey 115 W McLellan Rd Mesa, AZ 85201 | - | | 9/19/09 to 9/25/09 | | | | 615.60 | 0.00 |
| | | | | | | | 615.60 | 615.60 |
| Account No. Corley, Debra 43827 W Roth Rd Maricopa, AZ 85238 | - | | 9/19/09 - 9/25/09 | | | | 216.00 | 0.00 |
| | | | | | | | 216.00 | 216.00 |
| Account No. Heller, Barbara 1825 N Raven Cir. Mesa, AZ 85207 | - | | 9/19/09 to 9/25/09 | | | | 730.80 | 0.00 |
| | | | | | | | 730.80 | 730.80 |
| Subtotal | | | | | | | 3,090.20 | 0.00 |
| (Total of this page) | | | | | | | 3,090.20 | 3,090.20 |

Sheet 1 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|------------------|--|--|--|--------------------------------------|--------------------|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. Hirooka, Ryuji 7001 N Scottsdale Rd #2000r Scottsdale, AZ 85253 | - | | 9/19/09 to 9/25/09 | | | | 5,032.43 | 0.00 |
| | | | | | | | 5,032.43 | 5,032.43 |
| Account No. Hoedel, Mona 3814 E Mountain Sky Ave Phoenix, AZ 85044 | - | | Overtime pay earned, but not paid | | | | 1,120.22 | Unknown |
| | | | | | | | 1,120.22 | Unknown |
| Account No. Hyde, Shaid 13462 W Redfield Rd Surprise, AZ 85379 | - | | Overtime pay earned, but not paid | | | | 1,374.37 | Unknown |
| | | | | | | | 1,374.37 | Unknown |
| Account No. Kramarczyk, Michael 42305 W Little Dr Maricopa, AZ 85238 | - | | 9/19/09 to 9/25/09 | | | | 1,057.69 | 0.00 |
| | | | | | | | 1,057.69 | 1,057.69 |
| Account No. Miller, Amanda 7120 E Whilshore Dr #3 Scottsdale, AZ 85257 | - | | 9/19/09 to 9/25/09 | | | | 769.20 | 0.00 |
| | | | | | | | 769.20 | 769.20 |
| Subtotal | | | | | | | 9,353.91 | 0.00 |
| (Total of this page) | | | | | | | 9,353.91 | 6,859.32 |

Sheet 2 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|--|--|--|--|--------------------------------------|---|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. O'Leary, Karmen Stovall 3235 W Maldonado Rd Phoenix, AZ 85041 | - | | 9/19/09 to 9/25/09 | | | | 210.00 | 0.00 |
| | | | | | | | 210.00 | 210.00 |
| Account No. Pete, Phillip 11680 E Sahuarro Dr Scottsdale, AZ 85259 | - | | 9/19/09 to 9/25/09 | | | | 1,192.40 | 0.00 |
| | | | | | | | 1,192.40 | 1,192.40 |
| Account No. Powell, James 11243 E Portal Ave Mesa, AZ 85212 | - | | 9/19/09 to 9/25/09 | | | | 615.60 | 0.00 |
| | | | | | | | 615.60 | 615.60 |
| Account No. Puccio, Sharyl 2103 N Hill Ridge Mesa, AZ 85207 | - | | 9/19/09 to 9/25/09 | | | | 740.40 | 0.00 |
| | | | | | | | 740.40 | 740.40 |
| Account No. Richardson, Carole Lynn 2646 E Megan St Gilbert, AZ 85295 | - | | 9/19/09 to 9/25/09 | | | | 865.38 | 0.00 |
| | | | | | | | 865.38 | 865.38 |
| Subtotal | | | | | | | | 0.00 |
| (Total of this page) | | | | | | | 3,623.78 | 3,623.78 |

Sheet 3 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E D E B T O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY | |
|---|--|--|--|--|--|--------------------------------------|---|---|-----------------|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY | |
| Account No. Rios, Tara 1336 W Jersey Wy Queen Creek, AZ 85243 | - | | Overtime pay earned, but not paid | | | | 1,553.15 | Unknown | |
| Account No. Schmidt, Dawn 4425 W Tonto Rd Glendale, AZ 85308 | - | | Overtime pay earned, but not paid | | | | 222.81 | Unknown | |
| Account No. Seifert, Jennifer Dunn 2730 E Vermonte Dr Gilbert, AZ 85297 | - | | 9/19/09 - 9/25/09 | | | | 1,000.00 | 0.00 1,000.00 | |
| Account No. Wylezik, Buddy 5201 W Camelback Rd #C107 Phoenix, AZ 85031 | - | | Overtime pay earned, but not paid | | | | 281.86 | Unknown Unknown | |
| Account No. | | | | | | | | | |
| | | | | | | | Subtotal | 0.00 | |
| | | | | | | | (Total of this page) | 3,057.82 | 1,000.00 |

Sheet 4 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|------------------|--|--|--|--------------------------------------|--------------------|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. 07609899-E Arizona Dept of Revenue PO Box 29009 Phoenix, AZ 85038-9009 | - | | Precautionary listing for notice purposes. | | | | Unknown | Unknown |
| Account No. 0928016 City of Scottsdale PO Box 1949 Scottsdale, AZ 85252-1949 | - | | Precautionary listing for notice purposes. | | | | Unknown | Unknown |
| Account No. Internal Revenue Service Centralized Insolvency Operations PO Box 21126 Philadelphia, PA 19114-0326 | - | | Precautionary listing for notice purposes. | | | | Unknown | Unknown |
| Account No. | | | | | | | | |
| Account No. | | | | | | | | |

Sheet **5** of **5** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

0.00 **0.00**

Total
(Report on Summary of Schedules)

19,125.71 **14,573.30**

In re World Nutrition, Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|------------------|
| | | H W J C | | | | |
| Account No. Advanced Protein Systems 601 S 54th Ave #101 Phoenix, AZ 85043 | | Product manufacturer | | | | 13,308.35 |
| Account No. American Express PO Box 0001 Los Angeles, CA 90096 | X | Credit card | | | | 17,554.50 |
| Account No. Earth Care, Inc. PO Box 4300 Cave Creek, AZ 85327 | | Maintenance | | | | 622.97 |
| Account No. Edwards Largay Mihaylo & Co 333 E Osborn Rd #260 Phoenix, AZ 85012 | | Tax preparation fees | | | | 5,967.00 |
| Subtotal (Total of this page) | | | | | | 37,452.82 |

2 continuation sheets attached

In re World Nutrition, Inc., Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | |
|--|---------------------------------|------------------------------------|--|--|--|--------------------------------------|---|---------------------|
| | | H W J C | | | | | | |
| Account No. Geeks on the Go 9221 E Baseline Rd A109-271 Phoenix, AZ 85029-8324 | | - | IT consulting | | | | 630.00 | |
| Account No. Jennings Strouss 201 E Washington St 11th Fl Phoenix, AZ 85004 | | - | Legal fees | | | | 5,150.00 | |
| Account No. Lewis Brisbois Bisgaard & Smith 221 N Figueroa St #1200 Los Angeles, CA 90012 | | - | Legal Fees | | | | 19,908.19 | |
| Account No. Marlyn Nutraceuticals, Inc. c/o Paul M Levine, Esq. 3636 N Central Ave #1050 Phoenix, AZ 85012-1940 | | - | Judgment | X | X | X | 1,703,133.44 | |
| Account No. Ogletree, Deakins, Nash, Smoak 918 S Pleasantburg Dr PO Box 89 Columbia, SC 29202 | | - | Legal fees | | | | 7,613.71 | |
| Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 1,736,435.34 |

In re World Nutrition, Inc., Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | | | A M O U N T O F C L A I M |
|---|--------------------------------------|------------------------------------|--|--|---|
| | | H W J C | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | |
| Account No. Specialty Enzymes & Biochem 13591 Yorba Ave Chino, CA 91710 | X | - | Raw materials supplier | | 95,961.00 |
| Account No. Thomson Conant PLC 2398 E Camelback Rd #925 Phoenix, AZ 85016 | | - | Legal fees | | 8,728.00 |
| Account No. Wells Fargo Bank PO BOx 54349 Los Angeles, CA 90054-0349 | | - | Visa | | 20,389.00 |
| Account No. | | | | | |
| Account No. | | | | | |

Sheet no. 2 of 2 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **125,078.00**

Total
(Report on Summary of Schedules) **1,898,966.16**

In re World Nutrition, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|---|--|
| Administaff 19001 Crescent Springs Dr Kingwood, TX 77339-3802 | Payroll processing |
| Bell-Arrow DBA Arrowhead Lexus 9239 W Bell Rd Peoria, AZ 85382 | Lease of 2008 Lexus LS 460L - VIN JTHGL46F485022007 - expires 10/22/2012; monthly payment of \$1,678.30 |
| Bell-Arrow DBA Arrowhead Lexus 9239 W Bell Rd Peoria, AZ 85382 | Lease of 2008 Lexus LS 460L - VIN JTHGL46F685022820 - expires 10/22/2012; monthly payment of \$1,678.27. |
| CIT Technology Financial Services Inc PO Box 550599 Jacksonville, FL 32255 | Konica copier lease - S/N FS608 - expires 10/25/2011; monthly payment of \$798.00. |
| Dell Financial Services LP One Dell Way Round Rock, TX 78682 | Computer lease - sixteen computers - expires 10/29/2010; monthly lease payment of \$689.23. S/N 1CWTOF1; 1DWTOF1; 2DWTOF1; 3CWTOF1; 3DWTOF1; 4DWTOF1; 5CWTOF1; 5DWTOF1; 6DWTOF1; 7CWTOF1; 7DWTOF1; 9CWTOF1; DBWTOF1; DCWTOF1; FCWTOF1; HCWTOF1. |
| Eberhardt, Chuck J. 8102 E Del Cadena Dr Scottsdale, AZ 85258 | Consulting Agreement dated 9/12/2005. |
| Matteson Realty Services Inc One Lagoon Dr #200 Redwood City, CA 94065 | Office space - expires 1/7/2015 |

0

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re World Nutrition, Inc.
 Debtor

Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|---|--|
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 | American Express PO Box 0001 Los Angeles, CA 90096 |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 | Specialty Enzymes & Biochem 13591 Yorba Ave Chino, CA 91710 |

**United States Bankruptcy Court
District of Arizona**

In re World Nutrition, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/CEO/Secretary of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 24, 2009

Signature /s/ Ryuji Hirooka
Ryuji Hirooka
President/CEO/Secretary

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 Arizona**

In re World Nutrition, Inc.

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 |
|-----------------------|------------------------------|
| \$3,415,659.00 | January - August 2009 |
| \$6,335,196.00 | 2008 |
| \$6,774,579.00 | 2007 |

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 |
|--|---|---|-----------------------|
| Advanced Protein Systems 601 S 54th Ave #101 Phoenix, AZ 85043 | 6/22/09; 6/25/09; 6/30/09; 7/10/09; 7/23/09; 7/29/09; 8/6/09; 8/26/09; 9/10/09 | \$40,928.92 | \$13,308.35 |
| American Express PO Box 360001 Fort Lauderdale, FL 33336 | 6/22/09; 7/29/09; 8/26/09 | \$21,099.54 | \$7,001.04 |
| American Express PO Box 36001 Fort Lauderdale, FL 33336 | 6/25/09; 7/29/09; 8/26/09 | \$15,000.00 | \$10,553.46 |
| Caps Canada US 456 Silver Creek Industrial Dr Tecumseh Ontario N8N 4Y3 | 7/1/09; 7/10/09; 8/6/09; 8/13/09; 9/10/09 | \$28,043.58 | \$0.00 |
| CNA Insurance Dept LA 21245 Pasadena, CA 91185 | 7/20/09; 8/13/09 | \$11,894.18 | \$0.00 |
| Global Vision Inc 1-29-2 Akazutsumi Tokoyo, Japan 156-0044 | 7/22/09; 8/31/09 | \$153,504.00 | \$0.00 |
| Lewis Brisbois Bisgaard 2929 N Central Ave #1700 Phoenix, AZ 85012 | 7/30/09 | \$10,000.00 | \$19,908.19 |
| Premium Financing Specialists PO Box 100120 Pasadena, CA 91189 | 7/10/09; 8/23/09; 9/10/09 | \$6,714.87 | \$0.00 |

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|---|---|-----------------------|
| Professional Marketing Assoc 405 W Fairmont Dr Tempe, AZ 85282 | 7/10/09; 7/23/09; 8/6/09; 8/26/09 | \$24,000.00 | \$0.00 |
| Seville Professional Center One Lagoon Dr #200 Redwood City, CA 94065 | 7/24/09; 8/12/09; 9/1/09 | \$28,488.46 | \$0.00 |
| Specialty Enzymes 13591 Yorba Ave Chino, CA 91710 | 6/30/09; 7/22/09; 7/27/09; 8/5/09; 8/10/09; 8/31/09; 9/5/09 | \$228,341.25 | \$95,961.00 |
| The Marketing Team 8655 E Via de Ventura #G-200 Scottsdale, AZ 85258 | 7/21/09; 8/17/09; 8/21/09; 9/9/09 | \$7,175.00 | \$0.00 |
| Thomson Conant PLC 2398 E Camelback Rd #925 Phoenix, AZ 85016 | 6/42/09; 7/30/09 | \$5,792.50 | \$8,728.00 |
| Wells Fargo Bank PO Box 54349 Los Angeles, CA 90054-0349 | 6/25/09; 7/29/09; 8/26/09 | \$7,742.43 | \$20,388.00 |

- 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 |
|---|---|-------------|-----------------------|
| Eberhardt, Chuck 8102 E Del Cadena Dr Scottsdale, AZ 85258 CFO | 6/24/09; 7/7/09; 8/3/09; 9/3/09; 9/24/09 | \$50,912.00 | \$0.00 |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 President/CEO/Secretary | | \$0.00 | \$0.00 |

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 |
|---|--|--|--|
| Marlyn Nutraceuticals, Inc. v. World Nutrition Inc.; VIV 02- 1876-PHX-HRH | Trade secret; Lanham Act; unfair competition; trade libel; | U.S. District Court, Phoenix | Jury Verdict \$1,703,133.44 -- (Trade secrets: \$25,575; Statutory damages: \$51,150; Lanham Act: \$499,462; Trade libel: \$6,186; punitive damages: \$1,000,000; attorneys' fees: \$120,760.44) |
| World Nutrition, Inc v Atlantic Mutual Insurance Company; CV2006-016859 | Breach of contract; duty to defend. | Maricopa County Superior Court | Settled |
| World Nutrition Inc v Vitacost.com Inc; 502006CA013193XXXMB | Collection of debt; counterclaim | Circuit Court, Palm Beach County, Florida | 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 |
|---|---|--------------------------------------|
| Wells Fargo Bank - Escrow Account 8991 E Mountain View Rd Scottsdale, AZ 85258 | Garnished, but not turned over | \$75,000 held in escrow |

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 |
|--|---|--|
| Stinson Morrison Hecker LLP 1850 N Central Ave #2100 Phoenix, AZ 85004-4584 | 3/3/09 | \$25,000.00 |
| Stinson Morrison Hecker LLP | 7/30/09 | \$7,179.00 |
| Stinson Morrison Hecker LLP | 9/23/2009 | \$50,000 |
| Stinson Morrison Hecker LLP | 9/23/09 | \$2,793.00 |

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 |
|---------|-----------|--------------------|

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.

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

- 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 |
| Eberhardt, Chuck 8102 E Del Cadena Dr Scottsdale, AZ 85258 | 09/15/2005 to present |
| Pete, Philip 11680 E Sahuaro Dr #2014 Scottsdale, AZ 85259 | 11/12/2007 to present |

- 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 |
| Edwards, Largay, Mihaylo & Co PLC | 333 E Osborn Rd #260 Phoenix, AZ 85012 | Prepared tax returns 2006, 2007 and 2008 |

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 |
| Wells Fargo Bank Business Lending PO Box 659713 San Antonio, TX 78265 | 9/6/07; 7/18/08 |

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) |
| Raw materials and finished goods | Philip Pete | \$390,759.00 |

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 |
| Raw materials and finished goods | Philip Pete 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 |

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

None 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 |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 | President/CEO/Secretary/Director | 4,777,500 shares of common stock constituting 95.55% interest |
| Eberhardt, Chuck 8102 E Del Cadena Dr Scottsdale, AZ 85258 | CFO | None |
| Nagatoni, _____ | Director | |

22 . Former partners, officers, directors and shareholders

None 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 |
|------------------|-------|---------------------|
|------------------|-------|---------------------|

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 |
|---|-----------------------------------|--|
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 President/CEO | 9/24/09 -- dividend bonus | \$77,000 |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 President/CEO/Secretary | ?? | Salary |
| Anglo Summit Holdings LLC 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 Shareholder | 9/24/09 - stock redemption | \$58,182 |

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) |
|------------------------------------|--------------------------------------|
| HSPG USA, Inc. | 94-3306185 |
| Integrated Health Nutritionals Inc | 86-0898601 |
| Integrated Health Network Inc | 86-0599769 |
| Biomega Inc | 86-0683437 |

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 September 24, 2009

Signature /s/ Ryuji Hirooka
Ryuji Hirooka
President/CEO/Secretary

[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

**United States Bankruptcy Court
District of Arizona**

In re World Nutrition, Inc.
Debtor

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 |
|--|---------------------------------|-------------------------|---------------------|
| Anglo Sumit Holdings 2003 c/o Neil Thomson 2398 E Camelback Rd #925 Phoenix, AZ 85016 | Preferred Series "A" | 3,078.000 | |
| Anglo Summit Holdings 2004 c/o Neil Thomson, Esq. 2398 E Camelback Rd #925 Phoenix, AZ 85016 | Preferred Series "A" | 2,013.583 | |
| Baxter Group Limited | Preferred Series "A" | 292.000 | |
| Hashimoto, Kazusue 1-29-2 Akazutsumi Setagaya Tokyo 156-0044 Japan | Common | 7,500 | |
| Higuchi, Yuriko Summit Bldg, South 2, West 10 Sapporo Hokkaido 060-0062 Japan | Common stock | 75,000 | |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 | Common stock | 4,777,500 | |
| Hirooka, Ryuji 7001 N Scottsdale Rd #2000 Scottsdale, AZ 85253 | Preferred Series "B" | 369.599 | |
| Negrete, Tony 2006 S 81st Dr Phoenix, AZ 85043 | Common | 5,000 | |
| Summit International Inc Summit Bldg, South 2, West 10 Chuo-Ku Sapporo Hokkaido 060-0062 Japan | Common stock | 60,000 | |
| Summit International, Inc. Summit Bldg., South 2, West 10 Chuo-Ku Sapporo Hokkaido 060-0062 Japan | Preferred Series "A" | 1,600.000 | |

In re World Nutrition, Inc.
Debtor

Case No. _____

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 |
|---|-------------------|-------------------------|---------------------|
| Tanaka, Seiji Summit Bldg., South 2, West 10 Chuo-Ku Sapporo Hokkaido 060-0062 Japan | Common | 75,000 | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/CEO/Secretary 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 September 24, 2009

Signature /s/ Ryuji Hirooka
Ryuji Hirooka
President/CEO/Secretary

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 Arizona**

In re World Nutrition, Inc.

Debtor(s)

Case No.

Chapter

11

DECLARATION

I, the President/CEO/Secretary of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of 4 sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: September 24, 2009

/s/ Ryuji Hirooka

Ryuji Hirooka/President/CEO/Secretary

Signer/Title

Date: September 24, 2009

/s/ Alisa C. Lacey

Signature of Attorney

Alisa C. Lacey 010571

Stinson Morrison Hecker LLP

1850 N. Central Ave.

Suite 2100

Phoenix, AZ 85004-4584

602-279-1600 Fax: 602-240-6925

MML-5

World Nutrition, Inc. -

ADMINISTAFF
19001 CRESCENT SPRINGS DR
KINGWOOD TX 77339-3802

ADVANCED PROTEIN SYSTEMS
601 S 54TH AVE #101
PHOENIX AZ 85043

AMERICAN EXPRESS
PO BOX 0001
LOS ANGELES CA 90096

ANDRADE, GLORIA
419 W PIEDMONT RD
PHOENIX AZ 85041

ARIZONA DEPT OF REVENUE
Acct No 07609899-E
PO BOX 29009
PHOENIX AZ 85038-9009

AVILA, PATTY
38044 W MONTSERRAT
MARICOPA AZ 85238

BELL-ARROW DBA ARROWHEAD LEXUS
9239 W BELL RD
PEORIA AZ 85382

BRYAN, CASEY
115 W MCLELLAN RD
MESA AZ 85201

CIT TECHNOLOGY FINANCIAL SERVICES INC
PO BOX 550599
JACKSONVILLE FL 32255

CITY OF SCOTTSDALE
Acct No 0928016
PO BOX 1949
SCOTTSDALE AZ 85252-1949

CORLEY, DEBRA
43827 W ROTH RD
MARICOPA AZ 85238

World Nutrition, Inc. -

DELL FINANCIAL SERVICES LP
ONE DELL WAY
ROUND ROCK TX 78682

EARTH CARE, INC.
PO BOX 4300
CAVE CREEK AZ 85327

EBERHARDT, CHUCK J.
8102 E DEL CADENA DR
SCOTTSDALE AZ 85258

EDWARDS LARGAY MIHAYLO & CO
333 E OSBORN RD #260
PHOENIX AZ 85012

GEEKS ON THE GO
9221 E BASELINE RD A109-271
PHOENIX AZ 85029-8324

HELLER, BARBARA
1825 N RAVEN CIR.
MESA AZ 85207

HIROOKA, RYUJI
7001 N SCOTTSDALE RD #2000R
SCOTTSDALE AZ 85253

HIROOKA, RYUJI
7001 N SCOTTSDALE RD #2000
SCOTTSDALE AZ 85253

HOEDEL, MONA
3814 E MOUNTAIN SKY AVE
PHOENIX AZ 85044

HYDE, SHRID
13462 W REDFIELD RD
SURPRISE AZ 85379

INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

World Nutrition, Inc. -

JENNINGS STROUSS
201 E WASHINGTON ST 11TH FL
PHOENIX AZ 85004

KRAMARCZYK, MICHAEL
42305 W LITTLE DR
MARICOPA AZ 85238

LEWIS BRISBOIS BISGAARD & SMITH
221 N FIGUEROA ST #1200
LOS ANGELES CA 90012

MARLYN NUTRACEUTICALS, INC.
C/O PAUL M LEVINE, ESQ.
3636 N CENTRAL AVE #1050
PHOENIX AZ 85012-1940

MATTESON REALTY SERVICES INC
ONE LAGOON DR #200
REDWOOD CITY CA 94065

MILLER, AMANDA
7120 E WHILSHORE DR #3
SCOTTSDALE AZ 85257

O'LEARY, KARMEN STOVALL
3235 W MALDONADO RD
PHOENIX AZ 85041

OGLETREE, DEAKINS, NASH, SMOAK
918 S PLEASANTBURG DR
PO BOX 89
COLUMBIA SC 29202

PETE, PHILLIP
11680 E SAHUARO DR
SCOTTSDALE AZ 85259

POWELL, JAMES
11243 E PORTAL AVE
MESA AZ 85212

PUCCIO, SHARYL
2103 N HILL RIDGE
MESA AZ 85207

World Nutrition, Inc. -

RICHARDSON, CAROLE LYNN
2646 E MEGAN ST
GILBERT AZ 85295

RIOS, TARA
1336 W JERSEY WY
QUEEN CREEK AZ 85243

SCHMIDT, DAWN
4425 W TONTO RD
GLENDALE AZ 85308

SEIFERT, JENNIFER DUNN
2730 E VERMONTE DR
GILBERT AZ 85297

SPECIALTY ENZYMES & BIOCHEM
13591 YORBA AVE
CHINO CA 91710

THOMSON CONANT PLC
2398 E CAMELBACK RD #925
PHOENIX AZ 85016

WELLS FARGO BANK
PO BOX 54349
LOS ANGELES CA 90054-0349

WELLS FARGO BANK
Acct No 8408338772
BUSINESS LENDING
PO BOX 659713
SAN ANTONIO TX 78265

WYLEZIK, BUDDY
5201 W CAMELBACK RD #C107
PHOENIX AZ 85031

**United States Bankruptcy Court
District of Arizona**

In re World Nutrition, Inc.

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 World Nutrition, Inc. 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:

Anglo Summit Holdings 2003
c/o Neil Thomson
2398 E Camelback Rd #925
Phoenix, AZ 85016

Anglo Summit Holdings 2004
c/o Neil Thomson, Esq.
2398 E Camelback Rd #925
Phoenix, AZ 85016

Hirooka, Ryuji
7001 N Scottsdale Rd #2000
Scottsdale, AZ 85253

Summit International, Inc.
Summit Bldg., South 2, West 10
Chuo-Ku Sapporo Hokkaido 060-0062
Japan

None [*Check if applicable*]

September 24, 2009

Date

/s/ Alisa C. Lacey

Alisa C. Lacey 010571

Signature of Attorney or Litigant
Counsel for World Nutrition, Inc.

Stinson Morrison Hecker LLP

1850 N. Central Ave.

Suite 2100

Phoenix, AZ 85004-4584

602-279-1600 Fax:602-240-6925