



SO ORDERED.

SIGNED this 21 day of December, 2010.



JAMES D. WALKER, JR.
UNITED STATES BANKRUPTCY JUDGE

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

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

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

This matter came on for hearing on December 9, 2010 at 10:30 a.m. (Eastern) (the “Hearing”) on: (1) the Motion [Docket No. 18] (the “Motion”) filed by Dairy Production Systems - Georgia LLC (“DPS-Georgia”), Dairy Production Systems, LLC (“DPS”), Dairy Production Systems - Mississippi, LLC (“DPS-Mississippi”), New Frontier Dairy, LLC,

(“New Frontier Dairy”), and Heifer Haven, LLC (“HH”, DPS-Georgia, DPS, DPS Mississippi, New Frontier Dairy, and HH are collectively, the “Debtors”) requesting interim and final orders: (a) authorizing the Debtors’ use of cash collateral of Agricultural Funding Solutions, LLC (“AFS”), and (b) granting adequate protection to AFS, as described more fully in the Motion and this Order, (2) *Agricultural Funding Solutions’ Motion for Relief from Stay* [Docket No. 102] (the “AFS Stay Relief Motion”) filed AFS, and (3) *Aurora Dairy – Georgia, LLC’s Motion for Relief From Stay Pursuant to Section 362 (I)(1), or, In the Alternative, for an Order Compelling DPS-Georgia, LLC to Assume or Reject its Lease with Aurora Dairy - Georgia, LLC and to fulfill its Post-Petition Lease Obligations* [Docket No. 110] (the “Aurora-Georgia Stay Relief Motion”; the AFS Stay Relief Motion and the Aurora-Georgia Stay Relief Motion are collectively, the “Stay Relief Motions”) filed by Aurora Dairy - Georgia, LLC (“Aurora-Georgia”); due notice of the Motion having been given and relief being requested in accordance with 11 U.S.C. §§ 361 and 363, Rule 4001 of the Federal Rule of Bankruptcy Procedure (the “Bankruptcy Rules”); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that no other or further notice of the Motion need be provided; and the Court having determined that the Debtors have a continued ongoing need for use of cash collateral to prevent immediate and irreparable harm to the Debtors’ bankruptcy estates and property, that the Debtors are able to provide AFS with adequate protection of its interest in the Debtors’ cash collateral as set forth in this Order, and that the relief sought in the Motion is in the best interests of the Debtors, the Debtors’ bankruptcy estates, and all creditors and other parties in interest; and having considered the presentations and arguments of the Debtors’ counsel, AFS’s counsel, and counsel for the Official Committee of Unsecured Creditors (the “Committee”) at the Hearing; and AFS’s

objections to the Motion having been resolved or overruled on an interim basis as reflected in this Order and the Budget (defined below); and having considered the record filed with the Court; and after due deliberation; and good cause existing to grant the relief requested in the Motion,

THE COURT HEREBY FINDS:

A. On October 7, 2010 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (“Bankruptcy Code”). The Debtors continues to operate their businesses as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

B. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue resides properly pursuant to 28 U.S.C. §§ 1408 and 1409.

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

D. No request has been made for the appointment of a trustee or examiner.

E. On October 19, 2010, the Committee was formed in the above-captioned bankruptcy cases.

F. As of the Petition Date, AFS asserts that the Debtors were indebted to AFS in the amount of at least \$72,371,850.99 (the “Pre-Petition Obligations”) exclusive of accruing interest, fees, and costs, as may be allowed under the Bankruptcy Code.

G. AFS asserts that it has valid, perfected liens and security interests in all or substantially all of the Debtors’ real and personal property and all assets and all proceeds (including insurance) thereof, (the “Pre-Petition Collateral”) including without limitation all cash collateral, as defined in Section 363(a) of the Bankruptcy Code (the “Cash Collateral”).

H. A continuing emergency need exists for the Debtors to have immediate access to and use of the Cash Collateral of AFS.

I. Each of the Debtors has submitted a budget for the period starting December 13, 2010 and ending the week of March 7, 2011, a copy of which is attached to this Order as Exhibit "A" (the "Budget").

J. The Debtors have agreed that, absent further order of this Court, the Cash Collateral used pursuant to this Order shall be used in accordance with the terms of the Budget, subject to permitted variances.

K. The Debtors represent that the proposed use of Cash Collateral set forth in the Budget, plus permitted variances, is sufficient to fully pay the obligations incurred by the Debtors following the Petition Date and for the time period set forth in the Budget.

L. The Debtors assert that if this Court were to decline to allow the Debtors to use the Cash Collateral on a further interim basis, the Debtors and their bankruptcy estates would suffer immediate and irreparable harm. The Debtors assert that it is therefore in the best interests of the Debtors and their bankruptcy estates to permit the Debtors to use the Cash Collateral on a further interim basis in accordance with the Budget and the terms set forth in this Order.

M. The documents evidencing and supporting AFS' secured claims against the Debtors are numerous and voluminous and are comprised of various promissory notes, loan agreements, security agreements, guarantees, deeds of trust, mortgages, UCC financing statements and other documents which are more fully summarized in Exhibit 1 of AFS's Objection to the Motion [Docket No. 47] and any proofs of claim filed by AFS in these bankruptcy cases, as amended from time to time.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis.
2. The Motion shall be considered on a final basis on, and the Stay Relief Motions are continued to, February 22, 2011 at 11:00 a.m. (Eastern) in Courtroom B, United States Bankruptcy Court, Thomas Jefferson Federal Building, 433 Cherry Street, Macon, Georgia 31202.
3. The Debtors are authorized to continue to use Cash Collateral within the meaning of Section 363 of the Bankruptcy Code, including collections from accounts receivables and other cash and income generated from the operation of the Debtors' businesses to continue their business operations in general accordance with the Budget attached to this Order as Exhibit "A" from the Petition Date until February 28, 2011 at 5:00 p.m. (Eastern) (the "Cash Collateral Period") unless (A) prior to January 31, 2011, the Debtors have not substantially complied with: (i) acquiring in the aggregate one thousand seventy six (1076) cows and (ii) increasing their total herds in the aggregate to ten thousand five hundred (10,500) cows, and (B) the Court, after notice and a hearing, has amended this Order to reduce the duration of the Cash Collateral Period or the Debtors' right to use Cash Collateral is terminated pursuant to the terms of this Order.
4. AFS shall be granted adequate protection of its interest in the Cash Collateral in accordance with the terms of this Order.
5. As adequate protection for the Debtors' use of the Cash Collateral, the Debtors hereby grant, assign, and pledge to AFS a first priority lien (the "Replacement Lien"), to the same extent, validity and priority as its pre-petition liens, upon all post-petition property of the Debtors, including, but not limited to any and all accounts, cash, cattle, chattel paper, contract rights, depository accounts, documents, equipment, farm products, fixtures, general intangibles

(including, but not limited to patents and trademarks), goods, instruments, inventory, milk, investment property, instruments, intangibles, instruments, letter of credit rights, livestock, real property, supporting obligations, vehicles, and all proceeds and products thereof (collectively, the “Adequate Protection Property”), subject only to validly perfected and enforceable senior pre-petition liens, security interests or rights of setoff or recoupment. The security interests and liens granted to AFS shall not be subject or subordinate to any lien or security interest of a third party that is avoided and preserved for the benefit of the Debtors and their bankruptcy estates under Section 551 of the Bankruptcy Code. Notwithstanding anything to the contrary in this Order, the Adequate Protection Property shall not include any rights and/or claims arising under Chapter 5 of the Bankruptcy Code. The Replacement Lien granted to AFS pursuant to this Order shall have the same priority and validity as AFS’s pre-petition liens.

6. As additional adequate protection of AFS’s interest in the Cash Collateral, but only to the extent of the Debtors’ use of such Cash Collateral and that the Adequate Protection Property is insufficient to adequately protect AFS for the Debtors’ use of the Cash Collateral, the Debtors hereby grant, assign, and pledge to AFS a first priority lien in all pre-petition property and assets belonging to the Debtors and which property and assets were not subject to valid and enforceable liens or security interests on the Petition Date. In the event that AFS’s pre-petition liens or security interests are avoided under Chapter 5 of the Bankruptcy Code or AFS’s pre-petition claim is equitably subordinated under Section 510 of the Bankruptcy Code and/or applicable law by a final order of this Court, the liens granted, assigned, and pledged pursuant to this paragraph of the Order shall be null and void.

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

8. This Order shall be sufficient and conclusive evidence of the validity and perfection of AFS's adequate protection liens and security interests in the Adequate Protection Property granted to AFS hereunder and AFS shall not be obligated to file or record any document or take any other actions to create, attach, and perfect AFS's liens and security interests in the Adequate Protection Property.

9. As additional adequate protection of AFS's interests in the Cash Collateral, AFS is hereby granted a super-priority administrative expense claims pursuant to Section 507(b) of the Bankruptcy Code to the extent that the other forms of adequate protection granted under this Order are insufficient to adequately protect AFS for the Debtors' use of the Cash Collateral. AFS' super-priority administrative claim shall have priority over any and all other indebtedness, liabilities and obligations of the Debtors, now in existence or hereafter incurred by the Debtors, and over all administrative expenses or priority claims of any kind including, without limitation, those specified in or ordered pursuant to Sections 105, 326, 328, 330, 331, 364(c), 503(b), 506(c), 507(b), 726, 1113 or 1114 of the Bankruptcy Code. Notwithstanding anything in this paragraph to the contrary, consistent with Section 507(a)(C) of the Bankruptcy Code, the superpriority claim provided to AFS in this paragraph shall at all times be subordinate to and of lower priority than Chapter 7 administrative expense claims arising under paragraphs (1)(A), (2), and (6) of Section 503(b) of the Bankruptcy Code. In the event that AFS's pre-petition liens or security interests are avoided under Chapter 5 of the Bankruptcy Code or AFS's pre-petition claim is equitably subordinated under Section 510 of the Bankruptcy Code and/or applicable law

by a final order of this Court, the superpriority claim provided in this paragraph shall be disallowed, null, and void.

10. As additional adequate protection of AFS' interests in the Cash Collateral, on or before January 31, 2011, the Debtors in the aggregate shall purchase not less than one thousand seventy six (1076) cows substantially in compliance with the purchasing guidelines attached to this Order as Exhibit B, and provide AFS with proof of such purchase(s), which shall include the date of the purchase, the purchase price per head, and the name of the seller. AFS shall be permitted to contact those entities or individuals who sell cows to a Debtor pursuant to this Order to attempt to determine the farm of origin from which the cows were purchased. Pursuant to the Budget, during the Cash Collateral Period the Debtors are authorized to spend \$1.614 million (plus the permitted variance set forth in paragraph 18 of this Order) in Cash Collateral to purchase new cattle in accordance with Exhibit B. In the event that the Debtors do not spend or are unable to spend the full amount of money allocated in the Budget for the purchase of new cattle, the Debtors shall reserve such unused funds and shall not spend such funds on any other item absent the express permission of AFS or further order of this Court. In the event that the Debtors fail to substantially comply with this provision, AFS may request an expedited hearing on the Stay Relief Motions, and the Court shall schedule such hearing as soon as practical.

11. As additional adequate protection of AFS' interests in the Cash Collateral, on January 31, 2011, the Debtors' cow herds (excluding calves and bulls), in the aggregate, shall not be less than ten thousand five hundred (10,500) head of cattle (excluding calves and bulls), and the Debtors shall provide AFS with verification of the same. In the event that the Debtors fail to substantially comply with this provision, AFS may request an expedited hearing on the Stay Relief Motions, and the Court shall schedule such hearing as soon as practicable. The

Debtors shall continue to manage their cow herds in a manner consistent with their past practices, including without limitation their culling practices.

12. As additional adequate protection of AFS's interests in the Cash Collateral, the Debtors shall pay all real property taxes when such taxes become due and payable, and provide AFS with proof of such payment(s). In addition, within ten (10) business days after entry of this Order, the Debtors shall provide AFS with a schedule of the Debtors' 2010 real property taxes and an estimated schedule of the Debtors' 2011 real property taxes.

13. As additional adequate protection of AFS's interests in the Cash Collateral, on or before January 31, 2011, the Debtors shall provide AFS with substantial assurances that the Debtors either have procured or that the Debtors will be able to procure binding purchase contracts for the Debtors' 2011 corn silage needs sufficient to maintain a dairy herd of at least 10,500 head of cattle less the number of cattle at New Frontier Dairy. On or before February 15, 2011, the Debtors shall provide AFS with copies of binding purchase contracts for the Debtors' 2011 corn silage needs sufficient to maintain a dairy herd of at least 10,500 head of cattle less the number of cattle at New Frontier Dairy. In the event that the Debtors fail to substantially comply with this provision, AFS may request an expedited hearing on the Stay Relief Motions, and the Court shall schedule such hearing as soon as practicable.

14. From December 9, 2010 through January 31, 2011, AFS (including its agents and representatives), and its affiliates (including their agents and representatives), shall not, directly or indirectly, interfere with or contact (i) any of the Debtors' past or current silage growers or suppliers or (ii) any prospective silage grower or supplier, to discourage or impede the Debtor's ability to purchase corn silage or to enter into a corn silage purchase contract to satisfy the Debtors' 2011 corn silage needs from December 9, 2010 through January 31, 2011.

15. The Debtors or their designee are authorized and directed to segregate all trust fund taxes from the debtor-in-possession operating accounts and to pay all post-petition federal and state payroll, withholding, sales, use, personal property, real property and other taxes and assessments of any kind when due and owing under applicable law.

16. Subject to compliance with any order of this Court establishing procedures for interim compensation for estate professionals, the Debtors are authorized to pay any professional fees or expenses that are identified in the Budget or that were accrued under any previous cash collateral budget but remain unpaid; provided, that, the Debtors shall not make any payments to a professional in excess of the amounts set forth in the Budget or any previous cash collateral budget, plus any permitted variances.

17. Notwithstanding anything in this Order or the Budget to the contrary, the Debtors shall not, without the express approval of this Court, use any Cash Collateral for payment of any pre-petition debts or obligations of the Debtors.

18. Unless AFS agrees in writing or with the express approval of this Court, the amount of Cash Collateral that each Debtor may use during the Cash Collateral Period, in the aggregate, shall not exceed by line item the amount of one hundred fifteen percent (115%) of each such line item for such Debtor set forth in the Budget. In the event that the Debtors request permission from AFS to use Cash Collateral in amount greater than what is provided in the Budget for the procurement of 2011 corn silage, plus any permitted variances, in order to procure binding purchase contracts for the Debtors' 2011 corn silage needs, AFS shall not unreasonably withhold its consent to such request to use additional Cash Collateral.

19. Commencing on the 20th day of January 2011, and on the 20th day of each month thereafter, the Debtors shall provide AFS with a comparison report that shows the Debtors'

actual gross revenue received and their expenditures made on a line item basis as set forth in Budget for the prior month as compared to the gross revenue projected and the expenditures budgeted for in the Budget for that month.

20. The Debtors are authorized and directed to maintain their property/casualty insurance coverage at reasonably adequate levels on all of the Debtors assets (excluding their dairy herds) and on all Adequate Protection Property for the full replacement value (adjusted for depreciation) therefore and to cause AFS to be named as a “lender loss payee” of the insurance policies. The Debtors shall also maintain their general liability insurance and shall name AFS as an additional insured on all insurance policies.

21. The Debtors are directed to seek fair market bids for all feed supplied to the Debtors after the Petition Date, and upon request, shall share such information with AFS, which information AFS shall keep confidential.

22. AFS’s liens upon and security interests in the Pre-Petition Collateral shall continue in the proceeds and profits of the Pre-Petition Collateral as provided in Section 552(b) of the Bankruptcy Code.

23. Commencing on Tuesday, December 21, 2010 at 5:00 p.m. (Eastern) and by 5:00 p.m. (Eastern) on each Tuesday thereafter, the Debtors shall provide AFS with the following weekly reports for each Debtor except Heifer Haven: (1) the Dairy to Date Report (2) the Cash Reports; (3) the Aged Payable Reports; (4) the Feed Inventory Reports; (5) the Check Written Reports; and (6) Copies of the documents identifying cows purchased, as provided in paragraph 10 of this Order. The Debtors shall provide AFS with access to their books and records during normal business hours and within forty eight (48) hours of being

requested to do so by AFS and AFS representatives; provided, however, that AFS shall not be entitled to do so more than once per month during the Cash Collateral Period.

24. The Debtors are authorized and directed to provide to AFS the information, reports, schedules, insurance policies and endorsements, and other documents as well as the access, inspection, and other rights which the Debtors are required to provide to AFS under the loan documents executed by the Debtors. The Debtors shall also comply with the following reporting requirements:

A. On the 5th day of January 2011, February 2011, and March 2011, the Debtors shall provide AFS with the following information for each dairy for the proceeding month: (i) the number of bull and heifer calves born, (ii) the number of calves sold by sex and price each calf sold, (iii) the number of calves by sex at each dairy farm, (iv) the number of heifer calves transferred to Heifer Haven (“HH”), (v) at HH, the number of heifers at each contract heifer grower by weight categories as follows; less than 400lbs; 401-600lbs; 601-800lbs; 801-1,000lbs and greater than 1,000 lbs. and the number of deaths/sold for each category, (vi) the number of heifers bred and confirmed pregnant at each contract grower farm, and (vii) the number of heifers (“springers”) transferred from HH to each of the dairy farms.

B. At such time as AFS may reasonably request, and upon not less than forty eight (48) hours notice and during normal business hours at AFS’s sole cost and expense, the Debtors shall permit agents and persons designated by AFS (identified to the Debtors) to enter onto the Debtors’ business premises and inventory all feed, cows and calves, which visits to the premises shall not occur more than once per month for each dairy location during the Cash Collateral Period.

C. The Debtors shall provide a copy of all Dairy Farmers of America, Premier Milk, and Lone Star milk checks, if any, and supporting summaries within five (5) business days receipt of same;

D. Each of the Debtors must maintain separate accounts, books and records and shall file separate monthly operating reports.

25. If the Debtors fail to provide the information set forth above, then AFS shall deliver, via certified mail, postage pre-paid or by a recognized overnight courier service, in care of the Debtors' legal counsel, Arnall Golden Gregory LLP at 171 17th Street, NW, Suite 2100, Atlanta, Georgia 30363-1031: to the attention of both Jack K. Holland and Sean C. Kulka, a default notice, identifying in detail any alleged reporting deficiency. Thereafter, subject to paragraph 28 of this Order, the Debtors shall have three (3) business days from the date of receipt of the default notice to cure such alleged reporting default. If the Debtors fail to timely cure such reporting default, the Debtors authority to use Cash Collateral pursuant to this Order shall cease.

26. Except as expressly provided for in this Order and any actions taken pursuant hereto, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of, any claim held by any person nor shall this Order constitute a waiver or release of any parties rights or claims and all rights and claims of the parties are hereby reserved. AFS expressly retains its rights to seek additional adequate protection or to seek relief from the automatic stay with respect to any or all assets in which it claims an interest. The Debtors on their own behalf shall not assert and hereby waive, effective immediately, any claim under Section 506(c) of the Bankruptcy Code. In addition, AFS shall not be subject to the equitable

doctrine of marshaling or any similar doctrine with respect to the Pre-Petition Collateral, Adequate Protection Property or otherwise.

27. The Debtors' shall maintain the right to object to AFS's claims or to object to or challenge the extent, validity or priority of AFS's security interests or liens, provided, however, that any such objections or proceedings to challenge AFS's claims, liens, or security interests must be in writing and must be filed with this Court no later than January 31, 2011 at 11:59 p.m. (Eastern) (the "Objection Deadline"). Notwithstanding the foregoing, in the event that the Debtors do not object to AFS's claims or object to or challenge the extent, validity or priority of AFS's security interests or liens prior to the Objection Deadline, the Committee shall have ancillary standing to object to or challenge AFS's claims, security interests or liens; provided, however, that any such objections or proceedings by the Committee to challenge AFS's claims, liens, or security interests must be in writing and filed with this Court no later than February 28, 2011 at 11:59 p.m. (Eastern) (the "Committee Objection Deadline"). If no such objections or proceedings are filed by the Objection Deadline, or in the case of the Committee by the Committee Objection Deadline, the liens and security interests of AFS in the Pre-Petition Collateral shall be deemed legal, valid, binding, enforceable, perfected, and unavoidable and the Pre-Petition Obligations shall be conclusive and binding upon all parties in interest and shall be deemed an allowed claim in these bankruptcy cases and in any superseding Chapter 7 cases, as a legal, valid, binding, enforceable secured claim in the amounts set forth in the proofs of claim filed by AFS in these bankruptcy cases as of the date that this Order is entered.

28. Notwithstanding anything herein to the contrary, the Debtors' right to use Cash Collateral on an interim basis pursuant to the terms of this Order shall terminate on the earlier of: (i) this Court's appointment of a Chapter 11 trustee or examiner; (ii) conversion of the Debtors'

Chapter 11 cases to Chapter 7 cases; (iii) the Debtors' failure to comply with the requirements set forth herein, including but not limited to the Debtors making expenditures in excess of the limitations established by this Order; (iv) the Debtors' failure to cure, within three (3) business days, any default notice issued by AFS in accordance with the provisions of this Order; or (v) a material adverse change in the Debtors' financial condition or business operations. The Court shall determine after notice and a hearing whether a default, if any, has occurred, under section (iii), (iv), or (v) of this paragraph. The fluctuations of milk or feed prices (and their effect on the financials of a dairy) or the natural culling of the dairy cows or the death of dairy cows shall not constitute a material adverse change for the purposes of this Order

29. The provisions of this Order shall inure to the benefit of the Debtors, the Debtors' bankruptcy estates, the Debtors creditors, and AFS, and shall be binding upon the Debtors, the Debtors' bankruptcy estates, the Debtors' creditors and any successors or assigns of the foregoing, including, without limitation, any Chapter 11 or Chapter 7 trustee.

30. The provisions of the Order shall survive entry of any order which may be entered converting one or more of the Debtors' bankruptcy cases to a Chapter 7 case or any order which may be entered confirming or consummating any plan of reorganization of the Debtors. Except as provided herein, this Order shall not impair the right, if any, of any party to challenge the extent, validity or priority of AFS's pre-petition liens.

31. The use of Cash Collateral to pay the professional fees of the Debtors and the Committee has been approved by the Court over the objection of AFS, and AFS reserves and retains all rights and remedies with respect to such ruling.

32. The automatic stay under Bankruptcy Code Section 362(a) is hereby modified as necessary to effectuate all of the terms and provisions of this Agreed Order.

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

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

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

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

PREPARED AND PRESENTED BY:

ARNALL GOLDEN GREGORY LLP

/s/ Sean C. Kulka

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*Attorneys for Debtor
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and

FORM OF ORDER APPROVED BY:

MCKENNA LONG & ALDRIDGE LLP

/s/ Gary W. Marsh

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Attorneys for Agricultural Funding Solutions, LLC

EXHIBIT A
BUDGET

Dairy Production Systems & Related Entities

Cash Flow Projection
For the Week of December 13th 2010 to March 14th of 2011

	Week 1 Projected Dec 13th	Week 2 Projected Dec 20th	Week 3 Projected Dec 27th	Week 4 Projected Jan 3rd	Week 5 Projected Jan 10th	Week 6 Projected Jan 17th	Week 7 Projected Jan 24th	Week 8 Projected Jan 31st	Week 9 Projected Feb 7th	Week 10 Projected Feb 14th	Week 11 Projected Feb 21st	Week 12 Projected Feb 28th	Week 13 Projected March 7th
GROSS REVENUES from MILK SALES	768,548	809,310	878,261	875,725	895,872	916,856	934,266	947,034	921,376	924,361	939,396	945,487	922,984
Cattle Sales:													
Proceeds from Cull Sales	22,705	24,436	24,888	24,981	25,222	25,332	25,260	25,106	24,952	24,800	24,649	24,499	24,499
Proceeds of Young Stock Sales	35,925	38,233	38,884	39,091	39,605	39,981	39,847	39,502	39,357	39,117	38,871	38,639	38,639
Other Income & Rental Payment Housing Employee	51,984	1,984	1,984	51,984	1,984	1,984	1,984	1,984	1,984	1,984	1,984	1,984	51,984
TOTAL GROSS REVENUE	879,162	874,013	943,987	941,782	1,012,684	983,720	1,001,563	1,014,125	1,038,088	990,654	1,005,298	1,010,997	1,038,106
Milk Marketing and Co-op Expenses													
Feed Costs:													
Milking Herd Dry Cows	204,443	362,092	325,491	332,490	49,469	46,623	47,726	48,709	49,284	49,595	49,829	50,592	51,001
Total Feed Costs	49,680	59,348	55,323	52,492	380,814	384,983	390,872	396,947	399,890	399,682	400,459	401,000	398,263
OPERATING EXPENSES													
Payroll & Related Payroll Expenses													
Employee Payroll	238,700	0	0	258,700	0	258,700	0	258,700	0	258,700	0	258,700	0
Federal Payroll Tax	19,390	0	0	19,390	0	19,390	0	19,390	0	19,390	0	19,390	0
Federal Unemployment Tax	737	0	0	737	0	737	0	737	0	737	0	737	0
State Unemployment Tax	1,455	0	0	1,455	0	1,455	0	1,455	0	1,455	0	1,455	0
Retirement 401K Plan	3,467	0	0	3,467	0	3,467	0	3,467	0	3,467	0	3,467	0
Health/Life Insurance	8,830	0	0	0	0	6,460	0	0	0	6,460	0	0	0
Other Benefits	2,893	0	0	2,893	0	2,893	0	2,893	0	2,893	0	2,893	0
Workers' Comp Insurance	20,750	0	11,100	0	20,750	0	11,100	0	17,750	0	11,100	0	11,100
Total Payroll & Related Payroll Expenses	286,642	32,473	2,893	297,742	2,893	313,852	2,893	297,742	2,893	310,852	2,893	297,742	2,893
Facility/Equipment Repair & Maintenance													
Maintenance Rolling Equipment & Vehicle	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619	7,619
Maintenance Buildings	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391	1,391
Milking Equipment Repair	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683	4,683
Shop Supplies & Small Tools	553	553	553	553	553	553	553	553	553	553	553	553	553
Other Supplies & Misc. Expense	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663	1,663
Weld Control	16,18	18	18	18	18	18	18	18	18	18	18	18	18
Total Facility/Equipment Repair	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927	15,927
Corral Maintenance, Sand/Manure Hauling													
Corral & Fencing Dairy	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777	8,777
Maint. & Repair Others Dairy	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303	4,303
Bedding Sand & Others	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240	8,240
Total Corral Maintenance	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320	21,320
Dairy Barn Facility & Equipment Supplies													
Milk Barn Supplies	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760
Total Dairy Barn Facility & Equipment Supplies	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760	23,760
Cattle & Vet Supplies and Services													
Hoof Trimming	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010	3,010
Vet Services	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493	16,493
Cattle Supplies	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354	26,354
Total Cattle & Vet Supplies and Services	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357	46,357
Utilities & Fuel													
Electricity Dairy	45,140	79,350	27,140	0	41,140	79,350	27,140	0	41,140	0	41,140	0	41,140
Gas/Propane Dairy	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970	1,970
Water/Sanitation Dairy	560	15,795	560	8,260	560	15,795	560	8,260	560	15,795	560	8,260	8,260
Gasoline Dairy	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975
Diesel Dairy	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155	12,155
Utility Escrow	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Utilities & Fuel	61,300	111,245	43,300	24,360	57,300	111,245	43,300	24,360	57,300	57,300	31,895	130,850	130,850
On-site Office, Travel & Professional Services													
Professional & Consulting Services	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435	6,435
Licenses & Fees	220	220	220	220	220	220	220	220	220	220	220	220	220
Postage	228	228	228	228	228	228	228	228	228	228	228	228	228
Travel & Entertainment	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975	1,975
Office Supplies	408	408	408	408	408	408	408	408	408	408	408	408	408
Telephone	765	765	765	765	765	765	765	765	765	765	765	765	765
Computers & Printing Expenses	394	394	394	394	394	394	394	394	394	394	394	394	394
David P Sumrall Consulting Fees	9,600	0	0	9,600	0	9,600	0	9,600	0	9,600	0	9,600	0
Capital City Pmts On Behalf of David Sumrall (Empl. Housing)	1,000	0	0	1,000	0	1,000	0	1,000	0	1,000	0	1,000	0

Overhead Expense Allocation	
Total On-site Office, Travel & Professional Ser.	
Equipment Leases & Rental	
Equipment Rental	1,660
Equipment Lease	4,105
Land Lease	76,051
Total Equipment Leases & Rental	92,972
Property Taxes & Insurance	
Property Liability	30,954
Property Taxes	121,123
Total Property Taxes & Insurance	151,077
General and Administrative Expenses	
Employee Payroll	26,092
Federal Payroll Tax	1,143
Federal Unemployment Tax	25
State Unemployment Tax	38
Retirement 401K Plan	620
Health/Life Insurance	1,602
Other Benefits	0
Workers' Comp. Insurance	37
Pickup Repair	0
Maintenance/Office Equipment	93
Professional Fees & Expenses - Dabtor	20,000
Professional Fees & Expenses- Committee	7,500
Accounting & Audit fees	0
Professional & Consulting Services	827
Electricity Office	175
Water/Sanitation Office	20
Gasoline Office	266
Computer Expenses	950
Licenses & Fees	25
Postage	110
Office Supplies	220
Telephone	1,150
Travel & Entertainment	1,200
Insurance PS-56	0
Vehicle Lease	0
Equipment Lease	132
Rent/Office Building	2,850
US Trustee Quarterly Fees	1,000
Total General and Administrative Expenses	36,544
Adequate Protection and Critical Vendor Payments	
Slagle "PKS!" Payment, Cal-Maine Food	0
Slagle Advances on New Contracts	0
Equipment Lenders	1,515
Total Capital Expenditures & Investments	5,733
TOTAL OPERATING EXPENSES	
NET OPERATING INCOME (LOSS)	
Capital Expenditures & Investments	(250,889)
Purchase of Cattle (Payment to Heifer Haven)	10,000
Purchase of Capital (From 3rd Party) (Note # 1)	0
Total Capital Expenditures & Investments	110,000
Net Cash Flow	
Note 2 Cash @ Beginning of Week	(360,889)
Net Cash Flow	(467,043)
1,480,000	1,129,111
Ending Cash Balance	662,069

	(1)-Number of New Cattle to be Purchased	Purchase Price Per Head	Total Projected Cost of new dairy cows purchased.	Total
	0	\$ 1,500	\$ 328	\$ 0
				1,0716
				\$ 1,500

Note 2 The beginning cash balance is before deducting the following accrued expenses reflected on the Debtors' 1st Cash Collateral Budget.

Professional Fees & Expenses - Debtor	90,000.00
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Dairy Production Systems

Cash Flow Projection
For the Week of December 13th 2010 to March 14th of 2011

	Week 1 Projected Dec 13th	Week 2 Projected Dec 20th	Week 3 Projected Dec 27th	Week 4 Projected Jan 3rd	Week 5 Projected Jan 10th	Week 6 Projected Jan 17th	Week 7 Projected Jan 24th	Week 8 Projected Jan 31st	Week 9 Projected Feb 7th	Week 10 Projected Feb 14th	Week 11 Projected Feb 21st	Week 12 Projected Feb 28th	Week 13 Projected March 7th
GROSS REVENUES from MILK SALES	265,224	271,047	291,554	288,552	289,730	294,160	286,185	299,556	299,959	289,538	293,311	293,311	285,761
Cattle Sales:													
Proceeds from Cull Sales	6,853	7,164	7,268	7,227	7,187	7,146	7,105	7,065	7,025	6,984	6,944	6,903	6,865
Federal Stock Sales	7,320	7,462	7,752	7,709	7,665	7,522	7,572	7,536	7,493	7,450	7,406	7,363	7,322
Net Cattle Sales	14,183	14,905	15,220	14,936	14,852	14,768	14,685	14,601	14,517	14,434	14,350	14,285	14,187
Other Income & Rental Payment Housing Employee	476	476	476	476	476	476	476	476	476	476	476	476	478
TOTAL GROSS REVENUE	269,892	286,329	307,150	302,964	305,058	309,405	311,356	314,633	304,952	304,447	308,137	308,054	297,424
Milk Marketing and Co-op Expenses	11,895	12,610	13,555	13,842	13,902	14,115	14,219	14,344	14,322	14,508	14,508	14,508	
Feed Costs:													
Milking Herd	90,881	129,751	101,443	102,180	103,043	105,802	106,667	107,172	106,943	106,843	106,843	106,843	
Dry Cows	14,543	13,857	13,209	11,334	10,477	9,752	9,143	8,850	8,498	7,542	7,053	7,053	
Total Feed Costs	103,424	153,608	114,379	114,437	116,279	115,849	115,399	116,021	115,517	114,991	114,484	114,406	
OPERATING EXPENSES													
Payroll & Related Payroll Expenses													
Employee Payroll	95,500	0	0	0	95,600	0	95,500	0	95,500	0	95,500	0	95,500
Federal Payroll Tax	7,145	0	0	0	7,145	0	7,145	0	7,145	0	7,145	0	7,145
State Unemployment Tax	284	0	0	0	294	0	294	0	294	0	294	0	294
Retirement 401K Plan	135	0	0	0	135	0	135	0	135	0	135	0	135
Health/Life Insurance	1,195	0	0	0	1,165	0	1,165	0	1,165	0	1,165	0	1,165
Other Benefits	0	0	0	0	0	0	0	0	0	0	0	0	0
Workers' Comp Insurance	881	881	881	881	881	881	881	881	881	881	881	881	881
Total Payroll & Related Payroll Expenses	105,120	11,981	8,000	0	105,120	881	114,100	881	105,120	881	114,100	881	105,120
Facility/Equipment Repair & Maintenance													
Maintenance Rolling Equipment	3,510	285	3,510	3,510	3,510	3,510	3,510	3,510	3,510	3,510	3,510	3,510	3,510
Maintenance Buildings	285	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950
Killing Equipment Repair	320	320	320	320	320	320	320	320	320	320	320	320	320
Shop Supplies	735	735	735	735	735	735	735	735	735	735	735	735	735
Other Supplies & Pest Control	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Facility/Equipment Repair	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800
Corral Maintenance, Sand/Manure Hauling													
Corral & Fencing Dairy Maint.	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495	5,495
Bedding Sand & Others	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230	1,230
Total Corral Maintenance	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705	7,705
Dairy Barn Facility & Equipment Supplies													
Milk Barn Supplies	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770
Total Dairy Barn Facility & Equipment Supplies	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770	8,770
Cattle & Vet Supplies and Services													
Hoof Trimming	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045	1,045
Vet Services	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930	13,930
Total Cattle & Vet Supplies and Services	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905	24,905
Utilities & Fuel													
Electricity, Dairy	27,140	0	27,140	0	27,140	0	27,140	0	27,140	0	27,140	0	27,140
Gasoline/Promo/Dairy	650	650	650	650	650	650	650	650	650	650	650	650	650
Water/Sanitation/Dairy	235	235	235	235	235	235	235	235	235	235	235	235	235
Gasoline, Dairy	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040	1,040
Diesel, Dairy	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470	4,470
Total Utilities & Fuel	33,335	6,395	33,335	6,395	33,335	6,395	33,335	6,395	33,335	6,395	33,335	6,395	33,335
On-Site Office, Travel & Professional Services													
Professional & Consulting Services	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635	3,635
Licenses & fees	130	130	130	130	130	130	130	130	130	130	130	130	130
Postage	85	85	85	85	85	85	85	85	85	85	85	85	85
Travel & Entertainment	520	520	520	520	520	520	520	520	520	520	520	520	520
Office Supplies	165	165	165	165	165	165	165	165	165	165	165	165	165
Telephone	325	325	325	325	325	325	325	325	325	325	325	325	325
Computers & Printing Expenses	25	25	25	25	25	25	25	25	25	25	25	25	25
David & Surrail Consulting Fees	3,400	0	3,400	0	3,400	0	3,400	0	3,400	0	3,400	0	3,400
Total On-site Office, Travel & Professional Ser.	8,275	4,875	8,275	4,875	8,275	4,875	8,275	4,875	8,275	4,875	8,275	4,875	4,875
Equipment Leases & Rental													
Equipment Rental	600	600	600	600	600	600	600	600	600	600	600	600	600
Land Lease	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650	2,650
Total Equipment Leases & Rental	3,250	19,900	3,250	0	3,250	0	3,250	0	3,250	0	3,250	0	3,250
Property Taxes & Insurance													
Insurance Liability	16,479	0	0	0	0	0	16,479	0	0	0	0	0	0
Total Property Taxes & Insurance	16,479	0	0	0	0	0	16,479	0	0	0	0	0	0
General and Administrative Expenses													
Management Fee Income	(50,000)	0	0	0	0	0	(50,000)	0	0	0	0	0	(50,000)
Employee Payroll	26,052	0	0	0	0	0	26,052	0	0	0	0	0	0
Federal Payroll Tax	1,143	0	0	0	0	0	1,143	0	0	0	0	0	0
State Unemployment Tax	25	0	0	0	0	0	25	0	0	0	0	0	0
Retirement 401K Plan	38	0	0	0	0	0	38	0	0	0	0	0	0
Health/Life Insurance	988	0	0	0	0	0	988	0	0	0	0	0	0
Other Benefits	1,602	0	0	0	0	0	1,602	0	0	0	0	0	0
	37	0	0	0	0	0	37	0	0	0	0	0	0

Insurance Liability	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	120,123	0	0	0	0	0	0	0	0	0	0	0	0
Total Property Taxes & Insurance	126,703	0	0	0	0	0	0	0	0	0	0	0	0
Interest Expense	0	0	0	0	1,012	0	0	0	0	0	0	0	0
Adequate Protection Payment to Equipment Lenders	0	0	0	1,012	0	0	0	0	0	0	0	0	0
Total Interest Expense	0	0	0	1,012	0	0	0	0	0	0	0	0	0
TOTAL OPERATING EXPENSES	374,955	311,253	181,837	257,105	214,485	334,847	240,394	264,528	221,936	283,386	291,063	264,331	213,709
NET OPERATING INCOME (LOSS)	(106,158)	(19,534)	135,914	66,233	119,292	10,463	108,489	92,786	130,359	63,784	68,735	95,332	138,307
Capital Expenditures & Investments	0	4,219	0	0	0	4,219	0	0	0	0	4,219	0	0
Silage Payment	50,000	0	0	0	50,000	0	0	50,000	0	50,000	0	0	50,000
Purchase of Cattle (Payment to Heifer Haven)	0	171,000	171,000	111,000	111,000	0	55,500	55,500	0	0	0	0	0
Purchase of Cattle (From 3rd Party)	50,000	175,219	171,000	111,000	161,000	4,219	55,500	55,500	50,000	4,219	0	0	50,000
Total Capital Expenditures & Investments	(150,158)	(194,753)	(35,986)	(44,767)	(41,708)	6,244	52,989	37,286	80,359	59,565	68,735	95,332	88,307
Net Cash Flow	550,000	339,842	205,089	170,003	125,236	83,528	89,772	142,761	180,047	260,416	319,982	388,717	484,049
Ending Cash Balance	399,842	265,089	170,003	125,236	83,528	89,772	142,761	180,047	260,416	319,982	388,717	484,049	572,357
Number of Cattle Purchases	0	114	114	74	74	0	37	37	0	0	0	0	0
Price Per Head	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ -	\$ 1,500	\$ 1,500	\$ -	\$ 1,500	\$ -	\$ -	\$ -
Total Cost	\$ 171,000	\$ 171,000	\$ 111,000	\$ 111,000	\$ 111,000	\$ -	\$ 55,500	\$ 55,500	\$ -	\$ 55,500	\$ -	\$ -	\$ -

Insurance Liability	3,235	0	0	0	3,235	0	0	3,235	0	0	0	0
Property Taxes	0	0	0	0	0	19,800	0	0	0	0	0	0
Total Property Taxes & Insurance	3,235	0	0	0	3,235	0	19,800	0	3,235	0	0	0
Interest Expense	0	84	0	78	0	73	0	75	0	63	0	0
Adequate Protection Payment to Equipment Lenders	0	84	0	78	0	73	0	75	0	63	0	0
Total Interest Expense	0	84	0	78	0	73	0	75	0	63	0	0
TOTAL OPERATING EXPENSES	139,514	80,876	76,178	124,777	105,425	124,133	99,117	125,531	105,122	122,205	86,749	117,538
NET OPERATING INCOME (LOSS)	(34,124)	35,697	54,719	7,466	26,732	8,254	39,041	14,433	28,971	12,822	50,493	21,481
Capital Expenditures & Investments												
Silage Chopping Payment	0	0	0	0	0	0	0	0	0	0	0	0
Silage Payment Cal-Kaine Food	0	0	0	0	0	0	0	0	0	0	0	0
Purchase of Cattle (Payments to Heifer Haven)	0	150,000	111,000	55,500	0	0	55,500	0	0	0	0	0
Purchase of Cattle (From and Part)	425	425	425	425	425	426	426	426	426	429	429	429
Capital Expenditures-Equipment P.M.T & Others	425	150,425	111,425	55,925	426	55,926	426	426	426	429	429	429
Total Capital Expenditures & Investments	(34,549)	(114,728)	(56,706)	(48,459)	26,326	7,828	(16,885)	14,007	28,542	12,393	50,064	21,032
Net Cash Flow	310,000	215,451	160,724	104,018	55,559	81,385	89,713	72,829	86,336	115,378	127,771	177,835
Cash @ Beginning of Week												198,867
Ending Cash Balance	275,451	160,724	104,018	55,559	81,385	89,713	72,829	86,336	115,378	127,771	177,835	231,959
Number of Cattle Purchases	0	100	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Price Per Head	\$ -	\$ 150,000	\$ 111,000	\$ 55,500	\$ -	\$ -	\$ 55,500	\$ -	\$ -	\$ -	\$ -	\$ -
Total Cost	\$ -	\$ 150,000	\$ 111,000	\$ 55,500	\$ -	\$ -	\$ 55,500	\$ -	\$ -	\$ -	\$ -	\$ -

	Number of Cattle Purchases	Price Per Head	Total Cost
Insurance Liability	\$ -	\$ -	\$ -
Property Taxes & Insurance	\$ -	\$ -	\$ -
Interest Expense	\$ -	\$ -	\$ -
Adequate Protection Payment to Equipment Lenders	\$ -	\$ -	\$ -
Total Interest Expense	\$ -	\$ -	\$ -
TOTAL OPERATING EXPENSES	\$ -	\$ -	\$ -
NET OPERATING INCOME (LOSS)	\$ -	\$ -	\$ -
Capital Expenditures & Investments	\$ -	\$ -	\$ -
Slaughter Payment	\$ -	\$ -	\$ -
Purchase of Cattle (Payment to Heifer-Haven)	\$ -	\$ -	\$ -
Purchase of Cattle (From 3rd Party)	\$ -	\$ -	\$ -
Total Capital Expenditures & Investments	\$ -	\$ -	\$ -
Cash @ Beginning of Week	\$ -	\$ -	\$ -
Ending Cash Balance	\$ -	\$ -	\$ -

EXHIBIT B

COW AND SPRINGER PURCHASING GUIDELINES

The Debtors will purchase springers and cows at a ratio of 25/75 mix of springers to cows.

Springers Purchases

1. The Debtors will buy springers that are at least seven (7) months pregnant.
2. The Debtors will buy springers that have been certified healthy by a licensed veterinarian.

Cow Purchases

1. The Debtors will give purchase preference to 1st and 2nd lactation cows, but will be permitted to purchase cattle with a greater than second lactation when necessary to complete a truckload.
2. The Debtors will purchase cows of similar quality to the Debtors' current herds. Where DHIA records exist, they will be considered in all purchases, but the Debtors shall not be precluded from purchasing from herds where DHIA records do not exist.
3. Where vaccination records exist, they will be considered in all purchases. The Debtors will buy cows that have been certified healthy by a licensed veterinarian.
4. The Debtors will give preference to the lowest days-in-milk cattle at all times and attempt to purchase cows in milk of sixty (60) days or less. When there is a variance, the cow will be of substantial redeeming merit.
5. The Debtors will not purchase cows that are reproductively challenged, and all cows purchased will be checked by a veterinarian before purchasing to confirm breeding soundness.
6. The Debtors will not purchase a cow that is greater than one hundred (180) days in milk that is not pregnant.
7. All cows purchased shall be delivered within twenty four (24) hours from the last milking, subject to acts of God.
8. The Debtors will not purchase any cow from a herd that has contagious pathogens in the bulk tank analysis.
9. The Debtors will purchase not less than seventy five percent (75%) of the cows from existing free stall dairy complexes.