

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re ICR Enterprises, Inc.  
Debtor

Case No. 11-11766 (KJC)  
Reporting Period: July 31, 2011 - August 27, 2011

**MONTHLY OPERATING REPORT**  
File with court and submit copy to US Trustee within 20 days after end of month.

Submit copy of report to any official committee appointed in the case.

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>	<b>Affidavit/Supplement Attached</b>
Schedule of Disbursements	MOR-1	X	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a		X	
Schedule of Professional Fees Paid	MOR-1b	X	X	
Copies of bank statements				
Cash disbursements journals				
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Statement of Cash Flows	MOR-4	X		
Status of Postpetition Taxes	MOR-5		X	
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-5		X	
Listing of aged accounts payable	MOR-5	X	X	
Accounts Receivable Reconciliation and Aging	MOR-6	X		
Debtor Questionnaire	MOR-6	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Authorized Individual\*

9/29/11  
\_\_\_\_\_  
Date

Brian G. Hildreth  
Printed Name of Authorized Individual

Chief Financial Officer  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

**SCHEDULE OF DISBURSEMENTS<sup>[1]</sup>**

	Reporting Period		Cumulative Filing to Date	
	7/31/11 - 8/27/11		6/9/11 - 8/27/11	
Corn Train		2,303,439		9,237,019
Other Feed / Grain		3,420,902		14,102,505
Raw Material JCR		754,639		2,252,212
Grower Pay & Fuel		864,315		4,126,754
Other Live Costs		2,049,487		5,045,193
Salaries		4,110,912		14,633,332
Interest / Principal		1,341		427,210
Outside Freight		253,689		1,463,805
Broker Fees & Rebates		134,867		257,100
Processing		2,611,058		7,012,681
JCR Expenses		873,994		1,651,509
Corporate G&A		428,119		1,236,311
Restructuring / Bankruptcy		473,199		3,693,471
<b>Total disbursements</b>		<b>\$ 18,279,962</b>		<b>\$ 65,139,103</b>
Less: transfers to debtor in possession accounts		-		-
Plus: estate disbursements made by outside sources		-		-
<b>Total disbursements for calculating US Trustee quarterly fees</b>		<b>\$ 18,279,962</b>		<b>\$ 65,139,103</b>

[1] Represents actual cash disbursements as tracked under the DIP agreement.

**Note:** The financial statements and schedules included herein are unaudited, subject to change and may not be in conformity with U.S. GAAP. Additional adjustments may be made and the statements and schedules will not be finalized until they are reviewed by the Debtor's independent registered accounting firm.

**DISBURSEMENTS BY ENTITY FOR CALCULATING US TRUSTEE FEES**

	Total Disbursements for the Reporting Period	Less: Transfers to Debtor-in-Possession Accounts	Plus: Estate Disbursements made by outside services	Total Disbursements for Calculating US Trustee Quarterly Fees	US Trustee Fee
Allen Family Foods, Inc.	\$ 7,205,058	\$ -	\$ -	\$ 7,205,058	\$ 13,000
Allen's Hatchery, Inc.	\$ 9,193,489	-	-	9,193,489	13,000
JCR Enterprises, Inc.	\$ 1,881,414	-	-	1,881,414	6,500
<b>Total</b>	<b>\$ 18,279,962</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 18,279,962</b>	<b>\$ 32,500</b>

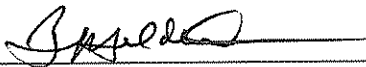
In re JCR Enterprises, Inc.  
Debtor

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**BANK RECONCILIATION CERTIFICATION**  
Continuation Sheet for MOR-1

The undersigned verifies that, to the best of my knowledge, all of the Debtors' August 27, 2011 bank balances will be reconciled in an accurate and timely manner in the ordinary course of business on or about September 30, 2011.

Allen Family Foods, Inc., for itself and its  
affiliated debtors; Debtors-in-Possession

By: \_\_\_\_\_

Brian G. Hildreth  
Chief Financial Officer

Date: September 30, 2011

In re JCR Enterprises, Inc.  
Debtor

Case No. 11-11766 (KJC)  
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**SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID**

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
Alvarez & Marsal	5/28/11 - 6/3/11	\$ 21,757	MAFC	N/A	6/14/2011	\$ 20,390	\$ 1,367	\$ 20,390	\$ 1,367
Alvarez & Marsal	6/4/11 - 6/8/11	\$ 28,540	MAFC	N/A	6/21/2011	\$ 28,540	\$ -	\$ 28,540	\$ -
Alvarez & Marsal	6/9/11 - 6/30/11	\$ 71,041	Nexsen Escrow Acct	N/A	8/1/2011	\$ 64,920	\$ 6,121	\$ 64,920	\$ 6,121
Alvarez & Marsal	7/1/11 - 7/31/11	\$ 97,113	Nexsen Escrow Acct	N/A	8/30/2011	\$ 88,479	\$ 8,634	\$ 88,479	\$ 8,634
FTI Consulting, Inc.	6/9/11 - 7/22/11	\$ 243,076	Nexsen Escrow Acct	N/A	8/4/2011	\$ 226,528	\$ 16,548	\$ 226,528	\$ 16,548
FTI Consulting, Inc.	7/23/11 - 8/5/11	\$ 71,291	Allen Family Foods, Inc.	100489	8/11/2011	\$ 57,143	\$ 14,148	\$ 57,143	\$ 14,148
FTI Consulting, Inc.	8/6/11 - 8/19/11	\$ 38,908	Allen Family Foods, Inc.	100858	8/25/2011	\$ 36,053	\$ 2,856	\$ 36,053	\$ 2,856
Law Firm of Joe Bodnar	6/9/11 - 6/30/11	\$ 14,035	Nexsen Escrow Acct	N/A	8/1/2011	\$ 14,035	\$ -	\$ 14,035	\$ -
Law Firm of Joe Bodnar	7/1/11 - 7/31/11	\$ 17,010	Nexsen Escrow Acct	N/A	8/22/2011	\$ 17,010	\$ -	\$ 17,010	\$ -
Nexsen Pruet	6/9/11 - 6/30/11	\$ 120,798	Nexsen Escrow Acct	N/A	8/1/2011	\$ 118,024	\$ 2,774	\$ 120,798	\$ -
Nexsen Pruet	7/1/11 - 7/31/11	\$ 55,172	Nexsen Escrow Acct	N/A	8/22/2011	\$ 52,342	\$ 2,830	\$ 52,342	\$ 2,830

In re JCR Enterprises, Inc., et al.  
Debtors

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**STATEMENT OF OPERATIONS**

	<b>Reporting Period</b>	<b>Cumulative Filing to Date</b>
	<b>7/31/11 - 8/27/11</b>	<b>6/9/11 - 8/27/11</b>
Net Sales	\$ 3,980,131	\$ 12,574,123
Cost of Goods Sold	(2,710,230)	(8,204,985)
<b>Gross Profit</b>	<b>1,269,901</b>	<b>4,369,138</b>
Selling, General and Administrative Expenses	(1,078,099)	(3,042,892)
Depreciation Expense	(58,425)	(189,881)
Other Interest Income (Expense), Net	-	-
Other Income (Expense), Net	453	539
Restructuring Expense	-	-
<b>Net Comprehensive Income (Loss)</b>	<b>\$ 133,830</b>	<b>\$ 1,136,904</b>

**Note:** The financial statements and schedules included herein are unaudited, subject to change and may not be in conformity with U.S. GAAP. Additional adjustments may be made and the statements and schedules will not be finalized until they are reviewed by the Debtor's independent registered accounting firm.

**BALANCE SHEET**

	<b>Book Value at End of Current Reporting Period</b>
	<b>8/27/11</b>
Current Assets:	
Cash and Cash Equivalents	\$ 1,237,376
Accounts Receivable (Net)	3,392,029
Accounts Receivable Related Party	826,152
Inventories	715,535
Prepaid Expenses and Other	95,146
<b>Total Current Assets</b>	<b>6,266,238</b>
Long Term Assets:	
Property and Equipment, Net	4,137,217
Goodwill	368
Notes Receivable, Related Party	7,000,000
Other Assets	-
<b>Total Long Term Assets</b>	<b>11,137,585</b>
<b>Total Assets</b>	<b>\$ 17,403,823</b>
Current Liabilities:	
Trade Accounts Payable	\$ 3,567,527
Trade Accounts Payable - Subject to Compromise <sup>[1]</sup>	1,908,788
Trade Accounts Payable - Related Party	3,773,363
Note Payable - Related Party, Current Portion	1,900,322
Accrued Expenses and Other Liabilities	682,755
<b>Total Current Liabilities</b>	<b>11,832,755</b>
Long Term Liabilities:	
Long-Term Debt Less Current Portion	-
Related Party Long-Term Debt Less Current Portion	-
Pension Liability	43,009
Other Liabilities - Subject to Compromise	-
<b>Total Long Term Liabilities</b>	<b>43,009</b>
<b>Total Liabilities</b>	<b>11,875,764</b>
Shareholders' Equity:	
Common Stock	300
Accumulated Other Comprehensive Income	(56,911)
Retained Earnings	5,584,670
<b>Total Shareholders' Equity</b>	<b>5,528,059</b>
<b>Total Liabilities and Shareholder's Equity</b>	<b>\$ 17,403,823</b>

[1] Represents the estimated unpaid prepetition accounts payable as of August 27, 2011. Per the orders dated June 9, 2011, the Debtors received authority to make payments to trade creditors and taxing authorities in the ordinary course subject to established caps.

**Note:** The financial statements and schedules included herein are unaudited, subject to change and may not be in conformity with U.S. GAAP. Additional adjustments may be made and the statements and schedules will not be finalized until they are reviewed by the Debtor's independent registered accounting firm.

**STATEMENT OF CASH FLOWS**<sup>[1]</sup>

	<b>Reporting Period</b>	<b>Cumulative Filing to Date</b>
	<b>7/31/11 - 8/27/11</b>	<b>6/9/11 - 8/27/11</b>
Cash flows from operating activities:		
Net income (loss)	\$ 133,830	\$ 1,136,904
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	58,425	189,881
Gain on sale of equipment	-	-
Restructuring inventory market adjustment	-	-
Change in accounts receivable	(752,387)	(3,948,893)
Change in inventories	(182,328)	(23,910)
Change in prepaid expenses and other	22,643	55,120
Change in accounts payable	2,441,441	7,128,375
Change in accrued expenses & other liabilities	(178,154)	653,074
Change in other liabilities	-	-
<b>Net cash provided by operating activities</b>	<b>1,543,470</b>	<b>5,190,551</b>
Cash flows from investing activities:		
Change in other assets	(1,150,000)	(4,025,000)
Proceeds from sale of equipment <sup>[2]</sup>	-	-
Additions to property and equipment	-	-
<b>Net cash provided by investing activities</b>	<b>(1,150,000)</b>	<b>(4,025,000)</b>
Cash flows from financing activities:		
Payments on capital leases	-	-
Borrowings/(Payments) on Related Party Debt	-	(100,000)
<b>Net cash provided by financing activities</b>	<b>-</b>	<b>(100,000)</b>
<b>Net increase in cash</b>	<b>\$ 393,470</b>	<b>\$ 1,065,551</b>
Cash and cash equivalents at the beginning of the period	843,906	171,825
Net cash flow	393,470	1,065,551
<b>Cash and cash equivalents at the end of the period</b>	<b>\$ 1,237,376</b>	<b>\$ 1,237,376</b>

[1] The Debtors have included their indirect Statement of Cash Flows.

**Note:** The financial statements and schedules included herein are unaudited, subject to change and may not be in conformity with U.S. GAAP. Additional adjustments may be made and the statements and schedules will not be finalized until they are reviewed by the Debtor's independent registered accounting firm.

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**POSTPETITION TAXES CERTIFICATION**

The undersigned verifies that, to the best of my knowledge, all post-petition tax obligations, including but not limited to, payroll, real property, income, franchise, and other taxes have been paid to the proper taxing authority when due.

Allen Family Foods, Inc., for itself and its  
affiliated debtors; Debtors-in-Possession

By:  \_\_\_\_\_

Brian G. Hildreth  
Chief Financial Officer

Date: September 30, 2011



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**ACCOUNTS PAYABLE AGING AS OF REPORTING PERIOD-END**

	<b>Amount</b>
	<b>8/27/11</b>
Current (due within next 30 days)	\$ 16,138
Past Due 1-30 Days	1,407,670
Past Due 31-60 Days	1,662,517
Past Due 61-90 Days	2,106,903
Past Due 91+ Days	283,087
<b>Total Accounts Payable</b>	<b>\$ 5,476,315</b>

**Note:** Per the orders dated June 9, 2011, the Debtors received authority to make payments on pre-petition debts to trade creditors in the ordinary course subject to established caps. The Debtors have therefore not broken out pre-petition and post-petition accounts payable.

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**ACCOUNTS RECEIVABLE AGING AS OF REPORTING PERIOD-END**

	<b>Amount</b>
	<b>8/27/11</b>
Current (due within next 30 days)	\$ 1,256,168
Past Due 1-30 Days	988,366
Past Due 31-60 Days	980,937
Past Due 61-90 Days	992,710
<b>Total Accounts Receivable</b>	<b>4,218,181</b>
Allowance for Doubtful Accounts	-
<b>Accounts Receivable (Net)</b>	<b>\$ 4,218,181</b>

**Note:** Per the Debtors' records, uncollectable accounts are not netted against agings.

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month</b>	<b>Yes</b>	<b>No</b>
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below		xxx
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below		xxx
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	xxx	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below	xxx	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3	xxx	

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**SCHEDULE OF NEW BANK ACCOUNTS**

<b>Bank</b>	<b>Account #</b>	<b>Name</b>	<b>Date Opened</b>	<b>Description</b>
Bank of America	00070762702	Nexsen Pruet LLC	June 9, 2011	Allen's Family Foods, Inc. et al. Trust for payment of post petition utilities, professional fees, etc.
Wachovia Bank	2079900601318	Allen Family Foods, Inc. - Debtor in Possession	July 6, 2011	Operating account - incoming/outgoing checks
Wachovia Bank	2079900598065	Allen's Hatchery, Inc. - Debtor in Possession	July 6, 2011	Operating account - incoming/outgoing checks
Wachovia Bank	2079900594522	JCR Enterprises, Inc. - Debtor in Possession	July 6, 2011	Operating account - incoming/outgoing checks
CoBank	00071972	DIP - Allen Family Foods, Inc.	July 6, 2011	Operating account - outgoing wires
CoBank	00071988	DIP - Allen's Hatchery, Inc.	July 6, 2011	Operating account - outgoing wires
CoBank	00071995	DIP - JCR Enterprises, Inc.	July 6, 2011	Operating account - outgoing wires