

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
District of Montana**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): HILLSIDE FARMS, 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) 81-0391628	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): 51989 DAIRY LANE CHARLO, MT	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 59824	ZIP Code
County of Residence or of the Principal Place of Business: Lake	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): 51989 DAIRY LANE Charlo, MT 59824	

Type of Debtor (Form of Organization) (Check one box) <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.)	Nature of Business (Check one box) <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 <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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 Nature of Debts (Check one box) <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.
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Filing Fee (Check one box) <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.	Chapter 11 Debtors Check one box: <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 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).
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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

B1 (Official Form 1)(1/08)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): HILLSIDE FARMS, 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:
Exhibit A (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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). X _____ Signature of Attorney for Debtor(s) (Date)	
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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> 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) <input checked="" type="checkbox"/> 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> 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) <input type="checkbox"/> 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) <input type="checkbox"/> 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 <input type="checkbox"/> 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. <input type="checkbox"/> 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):
HILLSIDE FARMS, 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 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

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 Attorney*

X /s/ Jon R Binney
 Signature of Attorney for Debtor(s)

Jon R Binney #2895
 Printed Name of Attorney for Debtor(s)

Binney Law Firm PC
 Firm Name

1001 SW HIGGINS, STE 104
PO Box 2253
MISSOULA, MT 59806-2253

 Address

Email: jon@binneylaw.com

(406) 541-8020 Fax: (406) 543-5023
 Telephone Number

July 10, 2009
 Date

 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 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/ STAN PERRY
 Signature of Authorized Individual

STAN PERRY
 Printed Name of Authorized Individual

PRESIDENT
 Title of Authorized Individual

July 10, 2009
 Date

 Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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>
ALL WEST/SELECT SIRES P.O. BOX 507 Charlo, MT 59824-9301	ALL WEST/SELECT SIRES P.O. BOX 507 Charlo, MT 59824-9301	BREEDING FEES		13,640.73
CORPORATE TURNAROUND 95 ROUTE 17 SOUTH Paramus, NJ 07652	CORPORATE TURNAROUND 95 ROUTE 17 SOUTH Paramus, NJ 07652	SERVICES RENDERED		83,580.46
FOUST FARMS 455113 FOUST LANE MOIESE, MT 59824	FOUST FARMS 455113 FOUST LANE MOIESE, MT 59824	FEED		51,000.00
HANSEN & GRANLEY TRUE VALUE 63540 US HIGHWAY 93 Ronan, MT 59864	HANSEN & GRANLEY TRUE VALUE 63540 US HIGHWAY 93 Ronan, MT 59864	MACHINERY PARTS		21,891.90
HARLEY COLEMAN MORRIS ROAD Charlo, MT 59824	HARLEY COLEMAN MORRIS ROAD Charlo, MT 59824	FEED		13,877.00
INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS PO BOX 21126 PHILADELPHIA, PA 19114- 0326	INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS PO BOX 21126 PHILADELPHIA, PA 19114-0326	INCOME TAXES		60,141.04
KINGMA DAIRY 4215 E. BAXTER LANE Charlo, MT 59824-9535	KINGMA DAIRY 4215 E. BAXTER LANE Charlo, MT 59824-9535	MILK QUOTA		25,245.00 (468,000.00 secured)
LAKE SEED, INC. 35822 SPRING CREEK ROAD Ronan, MT 59864	LAKE SEED, INC. 35822 SPRING CREEK ROAD Ronan, MT 59864	SEED		65,584.38

B4 (Official Form 4) (12/07) - Cont.

In re **HILLSIDE FARMS, INC**

Case No. _____

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>
LAND O LAKES PURINA FEED, LLC C/O CHURCH, HARRIS, JOHSON, et al. 21 THIRD STREET NORTH, 3RD FL. P.O. BOX 1645 Great Falls, MT 59403-1645	LAND O LAKES PURINA FEED, LLC C/O CHURCH, HARRIS, JOHSON, et al. 21 THIRD STREET NORTH, 3RD FL. Great Falls, MT 59403-1645	FEED		35,000.00
LUTZ HAY c/o BENJAMIN C. TILLER P.O. BOX 1262 Helena, MT 59624	LUTZ HAY c/o BENJAMIN C. TILLER P.O. BOX 1262 Helena, MT 59624	FEED		35,281.31
MORELLI ELECTRIC SERVICES, INC. P.O. BOX 1375 Polson, MT 59860	MORELLI ELECTRIC SERVICES, INC. P.O. BOX 1375 Polson, MT 59860	ELECTRICAL WORK		4,922.39
NELSON DAIRY SERVICES 37167 MT. HWY 35 Polson, MT 59860	NELSON DAIRY SERVICES 37167 MT. HWY 35 Polson, MT 59860	GOODS & SERVICES		24,375.13
NORTHSTAR DAIRY SERVICES P.O. BOX 387 Preston, ID 83263	NORTHSTAR DAIRY SERVICES P.O. BOX 387 Preston, ID 83263	BARN SUPPLIES		72,426.27
PAUL TRYON Charlo, MT 59824	PAUL TRYON Charlo, MT 59824	CALF HUTCHES		10,000.00
RICK WOODRUFF HWY 212 Charlo, MT 59824	RICK WOODRUFF HWY 212 Charlo, MT 59824	LOAN FOR SEED		25,000.00
SNAKE RIVER IBA, INC. 323 WEST 145 NORTH Idaho Falls, ID 83401	SNAKE RIVER IBA, INC. 323 WEST 145 NORTH Idaho Falls, ID 83401	DAIRY SUPPLIES		6,488.77
STATE FUND INSURANCE 5 SOUTH LAST CHANCE GULCH Helena, MT 59601	STATE FUND INSURANCE 5 SOUTH LAST CHANCE GULCH Helena, MT 59601	INSURANCE		17,243.04
TRIPLE W EQUIPMENT 3201 W. BROADWAY Missoula, MT 59808	TRIPLE W EQUIPMENT 3201 W. BROADWAY Missoula, MT 59808	EQUIPMENT REPAIRS		75,000.00
UNIFEED, INC. BOX 859 Manhattan, MT 59741	UNIFEED, INC. BOX 859 Manhattan, MT 59741	FEED		236,726.28
VALLEY BANK BOX 9 Ronan, MT 59864	VALLEY BANK BOX 9 Ronan, MT 59864	OVERDRAFT FEES		6,399.35

B4 (Official Form 4) (12/07) - Cont.

In re HILLSIDE FARMS, INC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the PRESIDENT 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 July 10, 2009

Signature /s/ STAN PERRY
STAN PERRY
PRESIDENT

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.

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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	4,780,000.00		
B - Personal Property	Yes	7	4,196,600.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		5,001,447.65	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		60,141.04	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		805,875.94	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
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		22			
Total Assets			8,976,600.00		
Total Liabilities				5,867,464.63	

Form 6 - Statistical Summary (12/07)

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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)		

B6A (Official Form 6A) (12/07)

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

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
Parcel 1 - Hillside Farms Inc., A Montana Corporation: TOWNSHIP 20 NORTH, RANGE 21 WEST, LAKE COUNTY: Section 26: W2SW4 (80 Acres); Section 27; NE4, SW4NW4, S2, E2NW4 less Deed Exhibit H-360 and less tract SE4SE4 (594 Acres); Section 28: SE4NE4 (40 Acres); Section 34 S2N2, N2S2, N2N2 (480 Acres); Section 35; NW4 (160 Acres)	Fee Simple	-	4,780,000.00	3,097,103.05
Parcel 2 - Hillside Farms Inc., A Montana Corporation: TOWNSHIP 19 NORTH, RANGE 21 WEST, LAKE COUNTY: Section 2; Lots 1,2,3 and 4 SE4NW4, SW4NW4 and a tract of land located in the SW4NE4 (241.4 Acres)				
Parcel 3 - Hillside Farms, Inc., A Montana Corporation: TOWNSHIP 20 NORTH, RANGE 21 WEST, LAKE COUNTY: Section 23; S2SE4, SW4, and N2SE4 less two strips. (318.68 Acres)				
Parcel 4 - Hillside Farms, Inc., A Montana Corporation TOWNSHIP 20 NORTH, RANGE 21 WEST, LAKE COUNTY Section 26; W2NW4, E2NW4, W2NE4 (240 Acres)				

Sub-Total > **4,780,000.00** (Total of this page)

Total > **4,780,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re HILLSIDE FARMS, 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 petitioner 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.		BUSINESS CHECKING ACCT. GLACIER BANK, POLSON	-	100.00
		BUSINESS CHECKING ACCOUNT VALLEY BANK BOX 9 RONAN, MT	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
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			

Sub-Total > **100.00**
(Total of this page)

6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

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
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.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
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			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

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
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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 4-STAR STOCK TRAILER Location: 51989 DAIRY LANE, CHARLO MT	-	10,000.00
		1995 INTERNATIONAL SEMI TRUCK Location: 51989 DAIRY LANE, CHARLO MT	-	35,000.00
		1995 1/2 TON FORD PICKUP Location: 51989 DAIRY LANE, CHARLO MT	-	2,500.00
		1995 MACK SEMI TRUCK Location: 51989 DAIRY LANE, CHARLO MT	-	32,000.00
		1994 DODGE 3/4 PICKUP Location: 51989 DAIRY LANE, CHARLO MT	-	2,500.00
		1994 DODGE 3/4 TON P/U Location: 51989 DAIRY LANE, CHARLO MT	-	2,500.00
		1994 DODGE 3/4 TON P/U Location: 51989 DAIRY LANE, CHARLO MT	-	2,500.00
		1973 FORD 600 2TON P/U Location: 51989 DAIRY LANE, CHARLO MT	-	500.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		COMPUTER, FILE CABINET, ALL IN ONE PRINTER Location: 51989 DAIRY LANE, CHARLO MT	-	400.00
29. Machinery, fixtures, equipment, and supplies used in business.		2008 JOHN DEERE 317 SKIDSTEER Location: 51989 DAIRY LANE, CHARLO MT	-	85,000.00
			Sub-Total >	172,900.00
			(Total of this page)	

Sheet 2 of 6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON 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
		2008 SUPREME TMR FEED WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	60,000.00
		2007 HOULE LIQUID MANURE PUMP Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		2006 JOHN DEERE DISC RIPPER Location: 51989 DAIRY LANE, CHARLO MT	-	20,000.00
		2006 BALZER LIQUID MANURE PUMP Location: 51989 DAIRY LANE, CHARLO MT	-	12,000.00
		2006 BELTEC HYDROLIC POST HOLE AUGER Location: 51989 DAIRY LANE, CHARLO MT	-	6,000.00
		2006 GRAINGRINDER ROTOGRIND Location: 51989 DAIRY LANE, CHARLO MT	-	10,000.00
		2005 JOHN DEERE3975 FORAGE CHOPPER Location: 51989 DAIRY LANE, CHARLO MT	-	15,000.00
		2005 JOHN DEERE 3975 FORAGE CHOPPER Location: 51989 DAIRY LANE, CHARLO MT	-	15,000.00
		2004 H&S 3302 MANURE SPREADER Location: 51989 DAIRY LANE, CHARLO MT	-	10,000.00
		2004 DELAVAL MILK BULK TANK Location: 51989 DAIRY LANE, CHARLO MT	-	55,000.00
		2004 ZIMMATIC CENTER PIVOT Location: 51989 DAIRY LANE, CHARLO MT	-	39,500.00
		2004 ZIMMATIC CENTER PIVOT Location: 51989 DAIRY LANE, CHARLO MT	-	39,500.00
		2004 ST FEED WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	3,000.00
		2003 JOHN DEERE MOWER	-	15,000.00
		2002 JOHN DEERE DISC Location: 51989 DAIRY LANE, CHARLO MT	-	15,000.00
		2002 ZIMMATIC CENTER PIVOT Location: 51989 DAIRY LANE, CHARLO MT	-	39,500.00
		2001 JOHN DEERE 740 LOADER Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
			Sub-Total >	364,500.00
			(Total of this page)	

Sheet 3 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON 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
		2001 JOHN DEERE 7810 TRACTOR Location: 51989 DAIRY LANE, CHARLO MT	-	60,000.00
		2001 JOHN DEERE 2 ROW CORN HEAD Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		2001 JOHN DEERE HAY HEAD Location: 51989 DAIRY LANE, CHARLO MT	-	2,000.00
		2000 JOHN DEERE 450 PRESS DRILL Location: 51989 DAIRY LANE, CHARLO MT	-	10,000.00
		2000 ZIMMATIC CENTER PIVOT Location: 51989 DAIRY LANE, CHARLO MT	-	39,000.00
		1999 JOHN DEERE 544 G LOADER Location: 51989 DAIRY LANE, CHARLO MT	-	45,000.00
		1999 JOHN DEERE 8400 TRACTOR Location: 51989 DAIRY LANE, CHARLO MT	-	75,000.00
		1999 ZIMMATIC CENTER PIVOT W/CORNER Location: 51989 DAIRY LANE, CHARLO MT	-	65,000.00
		1999 DEGELMAN 10' DOZER BLADE Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		1999 JOHN DEERE 3 ROW CORN HEAD Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		1999 JOHN DEERE HAY HEAD Location: 51989 DAIRY LANE, CHARLO MT	-	2,000.00
		1999 JOHN DEERE 7810 Location: 51989 DAIRY LANE, CHARLO MT	-	60,000.00
		1996 RICHARDTON 700 HIGH DUMP WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		1996 ST FEED WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	3,000.00
		1996 ST FEED WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	3,000.00
		1996 ST FEED WAGON	-	3,000.00
		1996 BALZER LIQUID MANURE SPREADER	-	7,000.00
			Sub-Total >	394,000.00
			(Total of this page)	

Sheet 4 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON 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
		1996 BALZER LIQUID MANURE PUMP Location: 51989 DAIRY LANE, CHARLO MT	-	3,000.00
		1992 APPLETON HOOF TRIMMING CHUTE Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
		1992 JOHN DEERE 4760 TRACTOR Location: 51989 DAIRY LANE, CHARLO MT	-	50,000.00
		1992 JOHN DEERE 4960 TRACTOR Location: 51989 DAIRY LANE, CHARLO MT	-	50,000.00
		1991 RICHARDTON 700 HIGH DUMP WAGON Location: 51989 DAIRY LANE, CHARLO MT	-	4,000.00
		1987 EVERSMAN 3212 LAND LEVELER Location: 51989 DAIRY LANE, CHARLO MT	-	1,000.00
		1986 MELROE SPRAY COUP	-	10,000.00
		1979 MYERS DITCHER Location: 51989 DAIRY LANE, CHARLO MT	-	500.00
		1968 SHAVER POST POUNDER Location: 51989 DAIRY LANE, CHARLO MT	-	500.00
		ASIR COMPRESSORS; VACUUM PUMPS, MILKING EQUIPMENT AND CROWD GATE Location: 51989 DAIRY LANE, CHARLO MT	-	250,000.00
		COMPUTER EQUIPMENT Location: 51989 DAIRY LANE, CHARLO MT	-	7,000.00
		3 CATTLE SQUEEZE CHUTES Location: 51989 DAIRY LANE, CHARLO MT	-	1,500.00
		CATTLE SCALE Location: 51989 DAIRY LANE, CHARLO MT	-	7,500.00
		60 POKLYDOME CALF HUTCHES Location: 51989 DAIRY LANE, CHARLO MT	-	12,000.00
		MISCELLANEOUS SHOP TOOLS	-	5,000.00
		BULK MILK TANK	-	45,000.00
		COW STALL MATTS	-	5,000.00

30. Inventory.

X

Sub-Total > **457,000.00**
(Total of this page)

Sheet 5 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON NE	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
31. Animals.		580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT	-	1,920,000.00
32. Crops - growing or harvested. Give particulars.		600 ACRES OF CORN GROWING Location: 51989 DAIRY LANE, CHARLO MT	-	Unknown
		HAY CROP; LOCATION - HILLSIDE FARMS	-	185,600.00
33. Farming equipment and implements.		1998 JOHN DEERE 1750 6 ROW CORN PLANTER Location: 51989 DAIRY LANE, CHARLO MT	-	15,000.00
		1998 JOHN DEERE 7400 TRACTOR Location: 51989 DAIRY LANE, CHARLO MT	-	40,000.00
		1996 WATTS 6 BOTTOM ROLLOVER PLOW Location: 51989 DAIRY LANE, CHARLO MT	-	4,000.00
		1996 JOHN DEERE 970 PACKER MULCHER Location: 51989 DAIRY LANE, CHARLO MT	-	10,000.00
		14 IRRIGATION WHEEL LINES @\$5,000 EA. Location: 51989 DAIRY LANE, CHARLO MT	-	70,000.00
		3 - 30 HP AND 1 - 40 HP SPRINKLER PUMPS AND PANELS Location: 51989 DAIRY LANE, CHARLO MT	-	20,000.00
		3- 50 HP PUMPS AND PANELS Location: 51989 DAIRY LANE, CHARLO MT	-	15,000.00
		5 IRRIGATION HAND LINES Location: 51989 DAIRY LANE, CHARLO MT	-	5,000.00
34. Farm supplies, chemicals, and feed.		2 IRRIGATION PIPE TRAILERS Location: 51989 DAIRY LANE, CHARLO MT	-	1,000.00
		CHEMICALS Location: 51989 DAIRY LANE, CHARLO MT	-	3,500.00
		FEED Location: 51989 DAIRY LANE, CHARLO MT	-	35,000.00
35. Other personal property of any kind not already listed. Itemize.		GRAIN Location: 51989 DAIRY LANE, CHARLO MT	-	16,000.00
		MILK QUOTA 52,000 pounds	-	468,000.00

Sub-Total >	2,808,100.00
(Total of this page)	
Total >	4,196,600.00

Sheet 6 of 6 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re HILLSIDE FARMS, 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 H W J C	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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. xxx-xxxxxx7-001								
AGRI-ACCESS P.O. BOX 64055 Saint Paul, MN 55164-0055	-							
		DAIRY EQUIPMENT LEASE						
		BULK MILK TANK						
		Value \$	45,000.00				27,775.00	0.00
Account No. xxx-xxxxxx7-002								
AGRI-ACCESS P.O. BOX 64055 Saint Paul, MN 55164-0055	-							
		SECURED LEASE						
		COW STALL MATTS						
		Value \$	5,000.00				3,155.56	0.00
Account No. xxx-xxx-xx5672								
AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206	X -							
		MORTGAGE						
		Hillside Farms, Parcels 1-4 See Schedule A						
		Value \$	4,780,000.00				2,055,272.00	0.00
Account No. xxx-xxx-xx6643								
AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206	X -							
		Parcel 1 - Hillside Farms Inc., A Montana Corporation: TOWNSHIP 20 NORTH, RANGE 21 WEST, LAKE COUNTY: Section 26: W2SW4 (80 Acres); Section 27; NE4, SW4NW4, S2, E2NW4 less Deed Exhibit H-360 and less tract SE4SE4 (594 Acres);						
		Value \$	4,780,000.00				757,629.00	0.00
Subtotal								
(Total of this page)							2,843,831.56	0.00

3 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re HILLSIDE FARMS, INC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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.							
BOSTANA DAIRY 12311 Churchill Road Manhattan, MT 59741							
		COWS					
		580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT					
		Value \$ 1,920,000.00				33,270.00	0.00
Account No. xxxxx5342							
CARGILL ANIMAL NUTRITION P.O. BOX 39 Ferndale, WA 98248-0039							
		2007/2008					
		MORTGAGE Hillside Farms, Parcels 1-4; See Scheudle A					
		Value \$ 4,780,000.00				234,723.15	0.00
Account No.							
DAN SALOMAN 42470 SALOMON ROAD Ronan, MT 59864							
		PLEDGED COWS					
		580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT					
		Value \$ 1,920,000.00				101,555.00	0.00
Account No.							
DAN SALOMON 42470 SALOMON ROAD Ronan, MT 59864							
		UCC					
		MILK QUOTA					
		Value \$ 468,000.00				43,088.00	0.00
Account No.							
GREENLINE DAIRY 4939 Amsterdam Road Manhattan, MT 59741							
		PLEDGED COWS					
		580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT					
		Value \$ 1,920,000.00				51,585.00	0.00
Subtotal						464,221.15	0.00
(Total of this page)							

Sheet 1 of 3 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re HILLSIDE FARMS, INC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

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 W J C	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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. GROSSWILER DAIRY, INC. P.O. BOX 952 Kalispell, MT 59903	X -						
		11/2006 UCC MILK QUOTA				147,380.00	0.00
		Value \$ 468,000.00					
Account No. xx xxxxx1628 RJ JOHN DEERE CREDIT P.O. BOX 51989 Charlo, MT 59824	X -						
		PLEDGED COLLATERAL SEE ATTACHMENT TO SCHEDULE D; PG 1				148,341.60	0.00
		Value \$ 221,000.00					
Account No. KINGMA DAIRY 4215 E. BAXTER LANE Charlo, MT 59824-9535	-						
		10/29/2004 UCC MILK QUOTA				25,245.00	25,245.00
		Value \$ 468,000.00					
Account No. xx-xxx-xxx-x-xxx-xxx-xxx-001 NORTHWEST FARM CREDIT SERVICES P.O. BOX 2570 Spokane, WA 99220-2570	X -9						
		6/2008 PURCHASE MONEY SECURITY 2008 JOHN DEERE 317 SKIDSTEER AND 2008 SUPREME TMR FEED WAGON Location: 51989 DAIRY LANE, CHARLO MT				62,080.00	0.00
		Value \$ 85,000.00					
Account No. Various OFFICE OF LAKE COUNTY TREASURER PATTI DUFFORD KUGLER 106 4TH AVE. EAST Polson, MT 59860	-						
		11/08 to 5/09 PROPERTY TAXES Hillside Farms, Parcels 1-4; See Schedule A				49,478.90	0.00
		Value \$ 4,780,000.00					
Subtotal (Total of this page)						432,525.50	25,245.00

Sheet 2 of 3 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re HILLSIDE FARMS, INC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

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	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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.							
SCOTT PERRY COMMUNITY BANK ESCROW Ronan, MT 59864	-						
		UCC MILK ASSIGNMENT					
		Value \$ 206,897.24				206,897.24	0.00
Account No.							
STUART PERRY 52989 DAIRY LANE Charlo, MT 59824	-						
		COWS 580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT					
		Value \$ 1,920,000.00				61,000.00	0.00
Account No.							
TRUMAN EMMALKAMP 4570 STAGECOACH TRAIL Manhattan, MT 59741	-						
		PLEDGED COWS 580 MILKING COWS; 230 BRED HEIFERS; 230 MEDIUM HEIFERS; 230 YOUNG STOCK COWS Location: 51989 DAIRY LANE, CHARLO MT					
		Value \$ 1,920,000.00				10,000.00	0.00
Account No. xx0925							
VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864	X -						
		2ND LIEN PLEDGED VEHICLES AND STOCK; SEE ATTACHMENT TO SCHEDULE D					
		Value \$ 2,788,550.00				201,581.77	0.00
Account No. xx2085							
VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864	X -						
		1ST LIEN PLEDGED VEHICLES AND STOCK, SEE ATTACHMENT TO SCHEDULE D.					
		Value \$ 2,788,550.00				781,390.43	0.00
Subtotal (Total of this page)						1,260,869.44	0.00
Total (Report on Summary of Schedules)						5,001,447.65	25,245.00

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6E (Official Form 6E) (12/07)

In re HILLSIDE FARMS, 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.

1 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re HILLSIDE FARMS, 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 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. xx-xxx1628 INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS PO BOX 21126 PHILADELPHIA, PA 19114-0326			2008 INCOME TAXES				60,141.04	0.00 60,141.04
Account No. MONTANA DEPT OF REVENUE KIM DAVIS BANKRUPTCY SPECIALIST PO BOX 7701 HELENA, MT 59604-7701			NOTICE ONLY				0.00	0.00 0.00
Account No.								
Account No.								
Account No.								

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

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

60,141.04	0.00	60,141.04
60,141.04	0.00	60,141.04

B6F (Official Form 6F) (12/07)

In re HILLSIDE FARMS, INC Case No. _____
 Debtor

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. AERO POWER-VAC, INC. P.O. BOX 16231 Missoula, MT 59808	X	-					2,788.61
Account No. HIL135 ALL WEST/SELECT SIRES P.O. BOX 507 Charlo, MT 59824-9301		-					13,640.73
Account No. CORPORATE TURNAROUND 95 ROUTE 17 SOUTH Paramus, NJ 07652		-					83,580.46
Account No. FOUST FARMS 455113 FOUST LANE MOIESE, MT 59824		-					51,000.00
Subtotal (Total of this page)							151,009.80

4 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re HILLSIDE FARMS, INC, Debtor Case No. _____

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. 8362			MACHINERY PARTS					
HANSEN & GRANLEY TRUE VALUE 63540 US HIGHWAY 93 Ronan, MT 59864		-					21,891.90	
Account No.			09/2008 FEED					
HARLEY COLEMAN MORRIS ROAD Charlo, MT 59824		-					13,877.00	
Account No. HILLSIDE			SEED					
LAKE SEED, INC. 35822 SPRING CREEK ROAD Ronan, MT 59864		-					65,584.38	
Account No.			FEED					
LAND O LAKES PURINA FEED, LLC C/O CHURCH, HARRIS, JOHSON, et al. 21 THIRD STREET NORTH, 3RD FL. P.O. BOX 1645 Great Falls, MT 59403-1645	X	-					35,000.00	
Account No.			FEED					
LUTZ HAY c/o BENJAMIN C. TILLER P.O. BOX 1262 Helena, MT 59624		-					35,281.31	
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	171,634.59

B6F (Official Form 6F) (12/07) - Cont.

In re HILLSIDE FARMS, 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	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. MORELLI ELECTRIC SERVICES, INC. P.O. BOX 1375 Polson, MT 59860	-		01/2008 ELECTRICAL WORK				4,922.39	
Account No. NELSON DAIRY SERVICES 37167 MT. HWY 35 Polson, MT 59860	-		GOODS & SERVICES				24,375.13	
Account No. NORTHSTAR DAIRY SERVICES P.O. BOX 387 Preston, ID 83263	-		BARN SUPPLIES				72,426.27	
Account No. PAUL TRYON Charlo, MT 59824	-		03/2008 CALF HUTCHES				10,000.00	
Account No. POST CREEK SUPPLY 55740 FISH HATCHERY ROAD Saint Ignatius, MT 59865	-		EQUIPMENT REPAIRS				2,475.63	
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	114,199.42

B6F (Official Form 6F) (12/07) - Cont.

In re HILLSIDE FARMS, 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	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					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. RICK WOODRUFF HWY 212 Charlo, MT 59824		-	LOAN FOR SEED			25,000.00	
Account No. SNAKE RIVER IBA, INC. 323 WEST 145 NORTH Idaho Falls, ID 83401		-	DAIRY SUPPLIES			6,488.77	
Account No. STATE FUND INSURANCE 5 SOUTH LAST CHANCE GULCH Helena, MT 59601		-	2008 INSURANCE			17,243.04	
Account No. xx4380 TRIPLE W EQUIPMENT 3201 W. BROADWAY Missoula, MT 59808		-	2007 - 2008 EQUIPMENT REPAIRS			75,000.00	
Account No. Mxxx-2751 UNIFEED, INC. BOX 859 Manhattan, MT 59741		-	FEED			236,726.28	
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	360,458.09

B6F (Official Form 6F) (12/07) - Cont.

In re HILLSIDE FARMS, 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	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. VALLEY BANK BOX 9 Ronan, MT 59864		-	06/2009 OVERDRAFT FEES				6,399.35
Account No. WESTLAND SEED 36272 ROUND BUTTE ROAD Ronan, MT 59864		-	04/09 FEED				2,174.69
Account No.							
Account No.							
Account No.							

Sheet no. 4 of 4 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **8,574.04**

Total
(Report on Summary of Schedules) **805,875.94**

B6G (Official Form 6G) (12/07)

In re HILLSIDE FARMS, 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.
AG LEASE OR LOAN, LLC 8215 MELROSE DRIVE Overland Park, KS 66214	LEASE OF COWS \$6,804.00/MO; EXPIRES 2/2011
AG LEASE OR LOAN, LLC 8215 MELROSE DRIVE Overland Park, KS 66214	LEASED COWS \$7,452.00/MO.; EXPIRES 06/2010
AGRI - ACCESS P.O. BOX 64055 Saint Paul, MN 55164	DAIRY EQUIPMENT LEASE \$771.53/MO.; EXPIRES 05/2012
AGRI-ACCESS P.O. BOX 64055 Saint Paul, MN 55164-0055	LEASE OF BULK TANK - LESSEE \$1,278.62 - EXPIRES 09/2009
NATIONAL BANK OF KANSAS CITY TREDLINE OPERATIONS 10700 NALL AVENUE, STE. 102 Leawood, KS 66211	LEASE OF LOOPS AND MATTS \$1,997.56 / MO; EXPIRES 04/2012
SLS FINANCIAL SERVICES 1450 CHANNEL PARKWAY Marshall, MN 56258	COW MATT LEASE \$1,049.02/MO; EXPIRES 05/2012

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

B6H (Official Form 6H) (12/07)

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

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
CINDY PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
COLLECTION PROFESSIONALS, INC. P.O. BOX 17018 Missoula, MT 59808	AERO POWER-VAC, INC. P.O. BOX 16231 Missoula, MT 59808
DIANE K. PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
DIANE K. PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
DIANE PERRY 51989 DAIRY LANE Charlo, MT 59824	VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824	NORTHWEST FARM CREDIT SERVICES P.O. BOX 2570 Spokane, WA 99220-2570
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824	VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824	VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864

1

_____ continuation sheets attached to Schedule of Codebtors

In re HILLSIDE FARMS, INC

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SHAWN PERRY 51989 DAIRY LANE Charlo, MT 59824	LAND O LAKES PURINA FEED, LLC C/O CHURCH, HARRIS, JOHSON, et al. 21 THIRD STREET NORTH, 3RD FL. P.O. BOX 1645 Great Falls, MT 59403-1645
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	LAND O LAKES PURINA FEED, LLC C/O CHURCH, HARRIS, JOHSON, et al. 21 THIRD STREET NORTH, 3RD FL. P.O. BOX 1645 Great Falls, MT 59403-1645
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	VALLEY BANK 63659 HIGHWAY 93 BOX 9 Ronan, MT 59864
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	GROSSWILER DAIRY, INC. P.O. BOX 952 Kalispell, MT 59903
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	JOHN DEERE CREDIT P.O. BOX 51989 Charlo, MT 59824
STANLEY PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
VIOLET PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206
VIOLET PERRY 51989 DAIRY LANE Charlo, MT 59824	AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206

Sheet 1 of 1 continuation sheets attached to the Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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 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 24 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 10, 2009

Signature /s/ STAN PERRY
STAN PERRY
PRESIDENT

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.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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
\$669,894.00	OPERATION OF BUSINESS, YEAR TO DATE 2009
\$2,700,212.00	OPERATION OF BUSINESS - 2008
\$2,484,406.00	OPERATION OF BUSINESS - 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
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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
DIANE PERRY 51989 DAIRY LANE Charlo, MT 59824 WIFE OF SHAREHOLDER	08/2008 TO 02/2009	\$2,000.00	\$2,500.00
STUART PERRY 51989 DAIRY LANE Charlo, MT 59824 SON OF SHAREHOLDER	08/2008	\$6,000.00	\$56,262.00

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
LAND O LAKES PURINA FEED, LLC vs. HILLSIDE FARMS, INC., et al. DV-08-43	BREACH OF CONTRACT	MONTANA TWENTIETH JUDICIAL DISTRICT COURT, LAKE COUNTY	STIPLATED JUDGEMENT

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
CARGILL, INCORPORATED, a Corporation vs. HILLSIDE FARMS, INC., a Montana Corporation DV-080-351	BREACH OF CONTRACT	MONTANA TWENTIETH JUDICIAL DISTRICT COURT, LAKE COUNTY	DEFAULT JUDGEMENT
NELSON DAIRY SERVICES, INC. vs. HILLSIDE FARMS, INC., a Montana Corporation DV-09-187	COMPLAINT FOR MONEY	MONTANA TWENTIETH JUDICIAL DISTRICT COURT, LAKE COUNTY	PENDING

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
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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
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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
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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
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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
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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
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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
JAMES COSSITT 2902 KM BUILDING 30 2ND STREET Kalispell, MT 59901	NOV. 2008	998.00
BINNEY LAW FIRM, PC PO BOX 2253 MISSOULA, MT 59806	APRIL, 2009 (\$5,000) MAY, 2009 (\$5,000)	\$10,000

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
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- 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
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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
VALLEY BANK BOX 9 Ronan, MT 59864	BUSINESS SAVINGS ACCOUNT	MARCH, 2009; ZERO BALANCE

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
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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
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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
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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
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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
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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
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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
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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.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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
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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 WILLIAM WARREN/DJ'S ACCOUNTING P.O.L. BOX 100 Charlo, MT 59824 STAHLBERG & SUTHERLAND 100 COOPERATIVE WAY, STE. 100 Kalispell, MT 59901	DATES SERVICES RENDERED 2004 - 2007 2008
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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
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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 DIANE PERRY	ADDRESS 51989 DIARY LANE Charlo, MT 59824
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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 VALLEY BANK BOX 9 Charlo, MT 59824 AGRIFINANCIAL SERVICES 2209 RIVER ROAD Louisville, KY 40206	DATE ISSUED 2007 & 2008 2007 & 2008
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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)
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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
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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
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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
STANLEY C. PERRY 53235 HARVEY LANE Charlo, MT 59824	PRESIDENT	38%
SHAWN PERRY 51989 DAIRY LANE Charlo, MT 59824	VICE PRESIDENT	32%
VIOLET PERRY	STOCKHOLDER	29%

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
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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
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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
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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)
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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)
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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 July 10, 2009

Signature /s/ STAN PERRY
STAN PERRY
PRESIDENT

[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 Montana**

In re HILLSIDE FARMS, 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
CINDY PERRY 51989 DAIRY LANE Charlo, MT 59824			.125% SHAREHOLDER
DIANE PERRY 51989 DAIRY LANE Charlo, MT 59824			.125% SHAREHOLDER
DREW DUMONT 51989 DAIRY LANE Charlo, MT 59824			.125% SHAREHOLDER
SCOTT PERRY 51989 DAIRY LANE Charlo, MT 59824			.125% SHARHOLDER
SHANE PERRY 51989 DIARY LANE Charlo, MT 59824			.125% SHARHOLDER
SHAWN M. PERRY 51989 DAIRY LANE Charlo, MT 59824			32% STOCKHOLDER
STAN J. PERRY 51989 DAIRY LANE Charlo, MT 59824			.125% SHARHOLDER
STANLEY C. PERRY 53235 HARVEY LANE Charlo, MT 59824			38% SHAREHOLDER
STERLING PERRY 51989 DIAIRY LANE Charlo, MT 59824			.125% SHARHOLDER
STUART PERRY 51989 DAIRY LANE Charlo, MT 59824			.125% SHARHOLDER
VIOLET PERRY 51989 DAIRY LANE Charlo, MT 59824			29% STOCKHOLDER

0 continuation sheets attached to List of Equity Security Holders

In re HILLSIDE FARMS, INC
Debtor

Case No. _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the PRESIDENT 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 July 10, 2009

Signature /s/ STAN PERRY
STAN PERRY
PRESIDENT

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 Montana**

In re HILLSIDE FARMS, INC

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the PRESIDENT of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: July 10, 2009

/s/ STAN PERRY

STAN PERRY/PRESIDENT

Signer/Title

HILLSIDE FARMS, INC
51989 DAIRY LANE
CHARLO, MT 59824

GROSSWILER DAIRY, INC.
P.O. BOX 952
Kalispell, MT 59903

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

Jon R Binney
Binney Law Firm PC
1001 SW HIGGINS, STE 104
PO Box 2253
MISSOULA, MT 59806-2253

JOHN DEERE CREDIT
P.O. BOX 51989
Charlo, MT 59824

MONTANA DEPT OF REVENUE
KIM DAVIS BANKRUPTCY SPECIA
PO BOX 7701
HELENA, MT 59604-7701

AGRI-ACCESS
P.O. BOX 64055
Saint Paul, MN 55164-0055

KINGMA DAIRY
4215 E. BAXTER LANE
Charlo, MT 59824-9535

AERO POWER-VAC, INC.
P.O. BOX 16231
Missoula, MT 59808

AGRIFINANCIAL SERVICES
2209 RIVER ROAD
Louisville, KY 40206

NORTHWEST FARM CREDIT SERVICES
SAG LEASE OR LOAN, LLC
P.O. BOX 2570
Spokane, WA 99220-2570

8215 MELROSE DRIVE
Overland Park, KS 66214

BOSTANA DAIRY
12311 Churchill Road
Manhattan, MT 59741

OFFICE OF LAKE COUNTY TREASURER
PATTI DUFFORD KUGLER
106 4TH AVE. EAST
Polson, MT 59860

AGRI - ACCESS
P.O. BOX 64055
Saint Paul, MN 55164

CARGILL ANIMAL NUTRITION
P.O. BOX 39
Ferndale, WA 98248-0039

SCOTT PERRY
COMMUNITY BANK ESCROW
Ronan, MT 59864

AGRI-ACCESS
P.O. BOX 64055
Saint Paul, MN 55164-0055

DAN SALOMAN
42470 SALOMON ROAD
Ronan, MT 59864

STUART PERRY
52989 DAIRY LANE
Charlo, MT 59824

ALL WEST/SELECT SIRES
P.O. BOX 507
Charlo, MT 59824-9301

DAN SALOMON
42470 SALOMON ROAD
Ronan, MT 59864

TRUMAN EMMALKAMP
4570 STAGECOACH TRAIL
Manhattan, MT 59741

CINDY PERRY
51989 DAIRY LANE
Charlo, MT 59824

GREENLINE DAIRY
4939 Amsterdam Road
Manhattan, MT 59741

VALLEY BANK
63659 HIGHWAY 93
BOX 9
Ronan, MT 59864

COLLECTION PROFESSIONALS, I
P.O. BOX 17018
Missoula, MT 59808

CORPORATE TURNAROUND
95 ROUTE 17 SOUTH
Paramus, NJ 07652

MORELLI ELECTRIC SERVICES, INC.
P.O. BOX 1375
Polson, MT 59860

SLS FINANCIAL SERVICES
1450 CHANNEL PARKWAY
Marshall, MN 56258

DIANE K. PERRY
51989 DAIRY LANE
Charlo, MT 59824

NATIONAL BANK OF KANSAS CITY
TREDLINE OPERATIONS
10700 NALL AVENUE, STE. 102
Leawood, KS 66211

SNAKE RIVER IBA, INC.
323 WEST 145 NORTH
Idaho Falls, ID 83401

DIANE PERRY
51989 DAIRY LANE
Charlo, MT 59824

NELSON DAIRY SERVICES
37167 MT. HWY 35
Polson, MT 59860

STANLEY PERRY
51989 DAIRY LANE
Charlo, MT 59824

FOUST FARMS
455113 FOUST LANE
MOIESE, MT 59824

NORTHSTAR DAIRY SERVICES
P.O. BOX 387
Preston, ID 83263

STATE FUND INSURANCE
5 SOUTH LAST CHANCE GULCH
Helena, MT 59601

HANSEN & GRANLEY TRUE VALUE
63540 US HIGHWAY 93
Ronan, MT 59864

PAUL TRYON
Charlo, MT 59824

TRIPLE W EQUIPMENT
3201 W. BROADWAY
Missoula, MT 59808

HARLEY COLEMAN
MORRIS ROAD
Charlo, MT 59824

POST CREEK SUPPLY
55740 FISH HATCHERY ROAD
Saint Ignatius, MT 59865

UNIFEED, INC.
BOX 859
Manhattan, MT 59741

LAKE SEED, INC.
35822 SPRING CREEK ROAD
Ronan, MT 59864

RICK WOODRUFF
HWY 212
Charlo, MT 59824

VALLEY BANK
BOX 9
Ronan, MT 59864

LAND O LAKES PURINA FEED, LLC
C/O CHURCH, HARRIS, JOHSON, et al.
21 THIRD STREET NORTH, 3RD FL.
P.O. BOX 1645
Great Falls, MT 59403-1645

SHAWN M. PERRY
51989 DAIRY LANE
Charlo, MT 59824

VIOLET PERRY
51989 DAIRY LANE
Charlo, MT 59824

LUTZ HAY c/o
BENJAMIN C. TILLER
P.O. BOX 1262
Helena, MT 59624

SHAWN PERRY
51989 DAIRY LANE
Charlo, MT 59824

WESTLAND SEED
36272 ROUND BUTTE ROAD
Ronan, MT 59864

RONALD A. BENDER
WORDEN THANE, P.C.
P.O. BOX 4747
Missoula, MT 59806-3400

**United States Bankruptcy Court
District of Montana**

In re HILLSIDE FARMS, 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 HILLSIDE FARMS, 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:

CINDY PERRY
51989 DAIRY LANE
Charlo, MT 59824

DIANE PERRY
51989 DAIRY LANE
Charlo, MT 59824

DREW DUMONT
51989 DAIRY LANE
Charlo, MT 59824

SCOTT PERRY
51989 DAIRY LANE
Charlo, MT 59824

SHANE PERRY
51989 DAIRY LANE
Charlo, MT 59824

SHAWN M. PERRY
51989 DAIRY LANE
Charlo, MT 59824

STAN J. PERRY
51989 DAIRY LANE
Charlo, MT 59824

STANLEY C. PERRY
53235 HARVEY LANE
Charlo, MT 59824

STERLING PERRY
51989 DAIRY LANE
Charlo, MT 59824

STUART PERRY
51989 DAIRY LANE
Charlo, MT 59824

VIOLET PERRY
51989 DAIRY LANE
Charlo, MT 59824

None [Check if applicable]

July 10, 2009

Date

/s/ Jon R Binney

Jon R Binney #2895

Signature of Attorney or Litigant

Counsel for **HILLSIDE FARMS, INC**

Binney Law Firm PC

1001 SW HIGGINS, STE 104

PO Box 2253

MISSOULA, MT 59806-2253

(406) 541-8020 Fax:(406) 543-5023

jon@binneylaw.com