

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Healthway Natural Foods, 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) 54-1173383	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): 160 W. Main Street Purcellville, VA ZIP Code 20132	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Loudoun	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PO Box 129 Paeonian Springs, VA ZIP Code 20129	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 160 W. Main Street Purcellville, VA 20132	

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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	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.

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 checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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 <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Healthway Natural Foods, Inc.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

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

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

Voluntary Petition

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

Name of Debtor(s):
Healthway Natural Foods, Inc.

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Christopher L. Rogan, Esq. VSB
Signature of Attorney for Debtor(s)

Christopher L. Rogan, Esq. VSB 30344
Printed Name of Attorney for Debtor(s)

RoganLawFirm, PLLC
Firm Name

30-D Catocin Circle, S.E.
Leesburg, VA 20175

Address

Email: crogan@roganfirm.com

(703) 771-9191 Fax: (703) 771-9797
Telephone Number

October 12, 2012
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X /s/ Elizabeth Dicks
Signature of Authorized Individual

Elizabeth Dicks
Printed Name of Authorized Individual

President
Title of Authorized Individual

October 12, 2012
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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>
Anabolic Labs, Inc. Nexgben Pharma PO Box 19516 Irvine, CA 92623	Anabolic Labs, Inc. Nexgben Pharma PO Box 19516 Irvine, CA 92623	Trade Debt		20,285.88
Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Line of Credit		39,717.26
Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Credit card/line of credit		32,675.08
Bank of America Rewards Card 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Bank of America Rewards Card 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	Credit Card Charges		16,361.71
Bull Run Plaza, LLC c/o The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102	Bull Run Plaza, LLC c/o The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102	Commercial Real Property Lease, dated August 8, 2008 (Manassas, VA)	Unliquidated	20,666.05
Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748	Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748	Commercial Real Property Lease (Annandale, VA); Promissory Note 11/2011 (\$35,742)	Unliquidated	35,742.00
Golden Angels Apiary PO Box 2 - Road 752 Singers Glen, VA 22850	Golden Angels Apiary PO Box 2 - Road 752 Singers Glen, VA 22850	Trade debt		12,416.85
Gunter's Honey PO Box 657 Rt. 7 Berryville, VA 22611	Gunter's Honey PO Box 657 Rt. 7 Berryville, VA 22611	Trade debt		12,287.00
J&D Properties, LLC PO Box 3734 Fredericksburg, VA 22402	J&D Properties, LLC PO Box 3734 Fredericksburg, VA 22402	Commercial Real Property Lease, dated June 1, 2009 (Fredericksburg, VA)	Unliquidated	37,417.48

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

In re Healthway Natural Foods, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
JR Holdings, LLC c/o White Star Management, LLC 6701 Democracy Blvd., 204 Bethesda, MD 20817	JR Holdings, LLC c/o White Star Management, LLC 6701 Democracy Blvd., 204 Bethesda, MD 20817	Commercial Real Property Lease, dated October 2009 (Sterling)	Unliquidated	30,421.68
Maple Lawn Farms 11788 Route 216 Fulton, MD 20759	Maple Lawn Farms 11788 Route 216 Fulton, MD 20759	Trade debt		20,217.86
Natural Organics PO Box 8951 Melville, NY 11747	Natural Organics PO Box 8951 Melville, NY 11747	Trade debt		26,091.30
Natures Way c/o Gordon & Grey, Inc. PC 6850 Canby Ave #112 Reseda, CA 91335	Natures Way c/o Gordon & Grey, Inc. PC 6850 Canby Ave #112 Reseda, CA 91335	Trade debt		28,159.43
New Chapter PO Box 6055 Brattleboro, VT 05302	New Chapter PO Box 6055 Brattleboro, VT 05302	Trade debt		32,088.02
Preferred Development, LLC 702 North Foxcroft Avenue Martinsburg, WV 25401	Preferred Development, LLC 702 North Foxcroft Avenue Martinsburg, WV 25401	Commercial Real Property Lease dated Nov 30, 2007 (Martisburg, WV)	Unliquidated	13,248.00
Reliance Vitamin Company, Inc. 3775 Park Avenue, Unit #1 Edison, NJ 08820	Reliance Vitamin Company, Inc. 3775 Park Avenue, Unit #1 Edison, NJ 08820	Trade debt		69,930.19
Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102	Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102	Commercial Real Property Lease, dated May 1, 2009 (Springfield, VA)	Unliquidated	20,475.60
Threshold Enterprises 23 Janis Way Scotts Valley, CA 95066	Threshold Enterprises 23 Janis Way Scotts Valley, CA 95066	Trade debt		54,999.01
Tim Whitsel 23245 423rd Ave. Fedora, SD 57337	Tim Whitsel 23245 423rd Ave. Fedora, SD 57337	Notes Payable		81,712.94
Vitality Works, Inc. 8500 Bluewater Road, NW Albuquerque, NM 87121	Vitality Works, Inc. 8500 Bluewater Road, NW Albuquerque, NM 87121	Trade debt		11,624.37

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

In re Healthway Natural Foods, Inc.

Case No. _____

Debtor(s)

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 October 12, 2012

Signature /s/ Elizabeth Dicks
Elizabeth Dicks
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
Eastern District of Virginia**

In re Healthway Natural Foods, Inc.
Debtor

Case No. _____
Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	6	1,236,851.39		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		366,842.21	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		59,205.89	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	21		949,609.68	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		34			
		Total Assets	1,236,851.39		
			Total Liabilities	1,375,657.78	

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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 Healthway Natural Foods, 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
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None

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

0 continuation sheets attached to the Schedule of Real Property

In re Healthway Natural Foods, Inc. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash on hand (approx \$180 per store)	-	1,620.00
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.		Bank of America Account (XXXX0842)	-	100.00
		Wells Fargo Account (XXXXXXXXXX8016)	-	100.00
		Washington First Bank Account (XXX2621)	-	100.00
		Squsquehanna Bank Account (XXXX8483)	-	100.00
		BB&T Bank Account (XXXXXX3822)	-	100.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Curtis Properties (Annandale)	-	9,276.00
		Bull Run Plaza, LLC (Manassas)	-	2,450.00
		Springfiled Plaza, LLC (Springfield)	-	3,000.00
		Combined Properties (Fairfax)	-	6,750.00
		Smart Management/JR Holding (Sterling)	-	5,333.33
		Preferred Development (Martinsburg)	-	2,688.00
		Benson Capital Partners (Alexandria)	-	2,450.00
		JD Properties (Fredericksburg)	-	3,764.06
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			
			Sub-Total >	37,831.39
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Healthway Natural Foods, 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
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	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			

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

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

In re Healthway Natural Foods, 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
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Chevrolet Suburban	-	4,875.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Adding machines (5), computers (2), Xerox all in one printer, printers (2), phones (5), paper shredder, electronic scale, chash register, manual scale, 4 drawer vertical file cabinet (9), 2 drawer vertical file cabinet (4), 2 drawer lateral file cabinet, desks (7), chairs (8), microwave (1) (all totally depreciated)	-	500.00
			Sub-Total >	5,375.00
			(Total of this page)	

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

In re Healthway Natural Foods, Inc. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	NON 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
		Equipment inventory by store attached hereto (est total value \$10,000)	-	10,000.00
30. Inventory.		Food and product inventory (at cost)(per inventory conducted as of June 30, 2012; to be updated)	-	1,183,645.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	1,193,645.00
(Total of this page)	
Total >	1,236,851.39

(Report also on Summary of Schedules)

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

Attachment # 5 - STORE EQUIPMENT

	ANNANDALE	MANASSAS	SPRINGFIELD	FAIRFAX	STERLING	MARTINSBURG	ALEXANDRIA	FREDERICKSBURG	PURCELLVILLE
REFRIGERATION									
2 DOOR									
2 DOOR WALK IN									2
2 DOOR REACH IN		1	1	1					
2 DOOR WALK IN					1				
2 DOOR WALK IN	1					1	1	1	1
FREEZERS									
BACK UP (CHEST FREEZER)									
2 DOOR REACH IN			2	1		1	1		
2 DOOR WALK IN									
2 DOOR REACH IN	1								
2 DOOR WALK IN									
2 DOOR REACH IN		1		1					
2 DOOR REACH IN					1	1	1	1	1
2 DOOR WALK IN	1					1	1	1	1
PRODUCE CASES									
2 #1	2				1			1	
REGISTER									1
REG #100									
REG #450	2				1				
FILE		1	1	1		1	1	1	1
SCALE									
1	2	1	1	1	1	1	1	1	1
PEANUT BUTTER MACHINE	1	1	1	1	1	1	1	1	1
TELEPHONES	3	2	2	2	2	2	2	2	2
4 FOOT SECTIONS OF SHELVING									
TWO T	13	14	12	24	17	18	12	10	17
SHORT	48	38	28	40	21	42	32	14	38
END CAP	7	3	4	5	6	13	7	5	2

ATTACHMENT # 5 - STORE EQUIPMENT

BULK STANDS 4FT.	3	2	0	2	2	2	2	3	2	1
BULK HERB STANDS 4 FT.	2	1	1	1	1	1	1	1	1	1
COMPUTER	1	1	1	1	1	1	1	1	1	1
SCAN GENIUS (LEASED)	1	1	1	1	1	1	1	1	1	1
SIRIUS STEREO SYSTEM (LEASED)	1	1	1	1	1	1	1	1	1	1
DESK	1	1	1	1	1	1	1	1	1	1
CREDIT CARD MACHINES	1	1	1	1	1	1	1	1	1	1
TIME CLOCK	1	0	1	1	1	0	1	1	1	0

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

In re Healthway Natural Foods, Inc. Case No. _____
 Debtor

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. 1784	X -	May 2011						366,842.21	Unknown
Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510		UCC Lien Personal Property, Equipment, Inventory and Receivables (TBD)							
		Value \$ Unknown							
Account No.									
		Value \$							
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								366,842.21	0.00
Total (Report on Summary of Schedules)								366,842.21	0.00

0 continuation sheets attached

In re Healthway Natural Foods, 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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re Healthway Natural Foods, Inc.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY	
Account No. Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129		-	4/2012 - 9/2012 Unpaid wages				35,538.48	23,813.48	
Account No. Walter Dicks PO Box 129 Paeonian Springs, VA 20129		-	4/2012 - 9/2012 Unpaid wages				9,230.76	0.00	
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)							44,769.24	23,813.48	20,955.76

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Healthway Natural Foods, Inc.
Debtor

Case No. _____

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

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

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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Berkeley County, WV 400 West Stephen Street, 209 Martinsburg, WV 25401		-						0.00
							900.45	900.45
Account No.			2011					
IRS Philadelphia, PA 19154		-	First Quarter 2011 Federal Withholding Taxes					0.00
							8,096.22	8,096.22
Account No.			2012					
Virginia Dept. of Taxation PO Box 1777 Richmond, VA 23218-1777		-	Second Quarter 2012 Virginia Withholding Taxes					0.00
							5,439.98	5,439.98
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							14,436.65	14,436.65
Total								23,813.48
(Report on Summary of Schedules)							59,205.89	35,392.41

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

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

In re Healthway Natural Foods, 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. Air Filter Services PO Box 1452 Martinsburg, WV 25402		-	2012 Trade debt			56.18
Account No. Alberts Organic - East PO Box 624 Bridgeport, NJ 08014		-	2012 Trade Debt			987.48
Account No. Alternative Baking Co. 3914 Kristie Court Sacramento, CA 95827		-	2012 Trade Debt			427.30
Account No. American Express PO Box 650448 Dallas, TX 75265-0448		-	Line of Credit			9,508.81
Subtotal (Total of this page)						10,979.77

20 continuation sheets attached

In re Healthway Natural Foods, 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. Anabolic Labs, Inc. Nexgben Pharma PO Box 19516 Irvine, CA 92623	-		2011 -12 Trade Debt				20,285.88	
Account No. Aubrey Organics 4419 N. Manhattan Ave Tampa, FL 33614	-		2012 Trade debt				1,188.66	
Account No. Auric Blends PO Box 628 Graton, CA 95444	-		2012 Trade debt				674.78	
Account No. Avery Dennison 15178 Collections Center Drive Chicago, IL 60693	-		2012 Trade Debt				45.23	
Account No. 5584 and 1256 Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	-		Credit card/line of credit				32,675.08	
Sheet no. <u>1</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	54,869.63

In re Healthway Natural Foods, 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		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. 9511 Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510			Line of Credit				39,717.26
Account No. 5068 Bank of America Rewards Card 800 Market Street, 8th Floor Saint Louis, MO 63101-2510			Credit Card Charges				16,361.71
Account No. Barleans 4936 Leake Terrell Road Ferndale, WA 98248			2012 Trade debt				4,647.92
Account No. Biotics Research Corp. PO Box 1240 Fort Ashby, WV 26719			2012 Trade debt				237.20
Account No. Boiron 6 Campus Blvd Newtown Square, PA 19073			2012 Trade debt				4,078.75
Sheet no. <u>2</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	65,042.84

In re Healthway Natural Foods, 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	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. Bull Run Plaza, LLC c/0 The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102	X	-	8/2008 Commercial Real Property Lease, dated August 8, 2008 (Manassas, VA)		X	20,666.05
Account No. California Suncakes PO Box 8688 Emeryville, CA 94662	-	-	2012 Trade debt			67.92
Account No. Carlson Labs, Inc. 15 W. College Arlington Heights, IL 60004	-	-	2012 Trade debt			1,698.49
Account No. 1537 City National PO Box 790408 Saint Louis, MO 63179	-	-	Credit Card Charges			5,728.20
Account No. Clarence I. Stack 8905 Edgeworth Dr. Capitol Heights, MD 20743	-	-	2012 Trade debt			879.35
Subtotal (Total of this page)						29,040.01

Sheet no. 3 of 20 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Healthway Natural Foods, 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. various Con-Serv Industries, Inc. PO Box 650490 Sterling, VA 20165	-		Trash removal				520.00	
Account No. Country Life PO Box 27293 New York, NY 10087	-		2012 Trade debt				5,043.16	
Account No. Cox Business PO Box 2000 Herndon, VA 20171	-		Utilities				386.20	
Account No. Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748	X -		11/2011 Commercial Real Property Lease (Annandale, VA); Promissory Note 11/2011 (\$35,742)		X		35,742.00	
Account No. various Dominion Virginia Power P.O. Box 26543 Richmond, VA 23290-0001	-		Utilities				4,300.00	
Sheet no. <u>4</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	45,991.36

In re Healthway Natural Foods, 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	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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	
Account No. Elete 1990 W. 3300 Ogden, UT 84401			2012 Trade debt				347.16	
Account No. Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129			Commercial Real Property Lease (Purcellville)		X		Unknown	
Account No. Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129			October 2, 2012 Loans				155,000.00	
Account No. Emerson Ecologics 1230 Elm Street, 301 Manchester, NH 03101			2012 Trade debt				1,225.35	
Account No. Enrichmints 2301 Stryker Ave Vienna, VA 22181			2012 Trade debt				859.68	
Sheet no. <u>5</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	157,432.19

In re Healthway Natural Foods, 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	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. Estate of Florence Kunigus PO Box 129 Paeonian Springs, VA 20129		Loans				52,990.87
Account No. Europharma 955 Challenger Drive Green Bay, WI 54311		2012 Trade debt				1,438.70
Account No. Fairfax Water 8570 Executive Park Ave. Fairfax, VA 22031		2012 Utiiliites				353.58
Account No. Flora, Inc. PO Box 950 Lynden, WA 98264		2012 Trade debt				2,293.09
Account No. 1773 Free Lance Star		Trade debt				77.21
Sheet no. <u>6</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	57,153.45

In re Healthway Natural Foods, 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. Frontier Natrl Products Co-Op PO Box 2296 Cedar Rapids, IA 52406	-		2011-12 Trade debt				4,122.49	
Account No. Fungi Perfecti, LLC PO Box 7634 Olympia, WA 98507	-		2012 Trade debt				1,517.66	
Account No. Garnett Refrigeration, Inc. 9821 Courthouse Road Spotsylvania, VA 22553	-		2012 Trade debt				687.00	
Account No. Golden Angels Apiary PO Box 2 - Road 752 Singers Glen, VA 22850	-		2011 - 12 Trade debt				12,416.85	
Account No. Goode Rerigeration, Inc.1 12289 Livingston Road Manassas, VA 20109	-		2012 Trade debt				1,772.84	
Sheet no. <u>7</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	20,516.84

In re Healthway Natural Foods, 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 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. Gunter's Honey PO Box 657 Rt. 7 Berryville, VA 22611	-		2011 - 12 Trade debt			12,287.00
Account No. Heel, Inc. 10421 Research Road SE Albuquerque, NM 87123	-		2012 Trade debt			1,892.20
Account No. Herbaceuticals, Inc. 630 Airpark Rd, Suite A Napa, CA 94558	-		2012 Trade debt			353.50
Account No. Hyalogic 610 NW Platte Valley Drive Riverside, MO 64150	-		2012 Trade debt			2,152.36
Account No. Indigo Wild Aromatics 3125 Wyandotte Kansas City, MO 64111	-		2012 Trade debt			670.92
Subtotal (Total of this page)						17,355.98

Sheet no. 8 of 20 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Healthway Natural Foods, 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	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. J&D Properties, LLC PO Box 3734 Fredericksburg, VA 22402	-		June 2009 Commercial Real Property Lease, dated June 1, 2009 (Fredericksburg, VA)	X		37,417.48
Account No. Jarrow Formulas 1824 So. Roberson Blvd. Los Angeles, CA 90035	-		2011 - 12 Trade debt			2,378.46
Account No. JR Holdings, LLC c/o White Star Management, LLC 6701 Democracy Blvd., 204 Bethesda, MD 20817	-		10/2009 Commercial Real Property Lease, dated October 2009 (Sterling)	X		30,421.68
Account No. Life Line Foods, LLC PO Box 949 Pikeville, TN 37367	-		2012 Trade debt			352.56
Account No. Living Naturally 6230 University Parkway, 301 Sarasota, FL 34240	-		2012 Trade debt			99.00
Sheet no. <u>9</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	70,669.18

In re Healthway Natural Foods, 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	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. Lumina Health Products 3693 Walden Pond Drive Sarasota, FL 34240	-		2011 - 12 Trade debt			4,985.33
Account No. M.S. Johnston Co. 13261 Pennsylvania Ave. Hagerstown, MD 21742	-		2012 Trade debt			83.48
Account No. Maple Lawn Farms 11788 Route 216 Fulton, MD 20759	-		2010 - 12 Trade debt			20,217.86
Account No. Mountain Valley Water Co. 10985 Guilford Road Annapolis Junction, MD 20701	-		2012 Trade debt			397.05
Account No. Natural Organics PO Box 8951 Melville, NY 11747	-		2011 - 12 Trade debt			26,091.30
Subtotal (Total of this page)						51,775.02

Sheet no. 10 of 20 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Healthway Natural Foods, 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	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. Natural-Immunogenics Corp. 3265 W. McNab Road Pompano Beach, FL 33069	-		2011 - 12 Trade debt			2,692.97
Account No. Natures Way c/o Gordon & Grey, Inc. PC 6850 Canby Ave #112 Reseda, CA 91335	-		2010 - 12 Trade debt			28,159.43
Account No. New Chapter PO Box 6055 Brattleboro, VT 05302	-		2012 Trade debt			32,088.02
Account No. New Wave Enviro Products, Inc. PO Nox 4146 Englewood, CO 80155	-		2012 Trade debt			772.68
Account No. 2003 NOVEC PO Box 34795 Alexandria, VA 22334	-		Utilities			1,773.00
Sheet no. <u>11</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	65,486.10

In re Healthway Natural Foods, 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. Nutraceutical Corporation. PO Box 12850 Ogden, UT 84412		-	2012 Trade debt				2,477.33	
Account No. Nutri-Books Corp. PO Box 5793 Denver, CO 80217		-	2012 Trade debt				543.39	
Account No. Nutriboiotic PO Box 238 Lakeport, CA 95453		-	2012 Trade debt				1,553.03	
Account No. Orange Peel Enterprises, Inc. 2183 Ponce Leon Circle Vero Beach, FL 32960		-	2012 Trade debt				560.30	
Account No. Pat Claudio 9645 Westport Lane Burke, VA 22015		-	2012 Trade debt				130.00	
Sheet no. <u>12</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	5,264.05

In re Healthway Natural Foods, 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	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. Pat Lee Group 2541 S. IH 35, Suite 200 PMB 295 Round Rock, TX 78664	-		2012 Trade debt			762.64
Account No. Pickett, LLC/Combined Prop. 1255 22nd Street, NW, 6th Fl Washington, DC 20037	-		12/2008 Commercial Real Property Lease (Fairfax)	X		Unknown
Account No. Preferred Development, LLC 702 North Foxcroft Avenue Martinsburg, WV 25401	-		11/2007 Commercial Real Property Lease dated Nov 30, 2007 (Martinsburg, WV)	X		13,248.00
Account No. Primo Water (Culligan) Primo Refill, LLC PO Box 935146 Atlanta, GA 31193	-		2012 Trade debt			1,694.48
Account No. Primo Water Corp PO Box 100125 Columbia, SC 29202	-		Trade debt			0.00
Sheet no. <u>13</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	15,705.12

In re Healthway Natural Foods, 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	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. R.L. Lim Refrigeration, Inc. 13098 Quate Ln. Woodbridge, VA 22192		-	2012 Trade debt			4,294.48
Account No. Reliance Vitamin Company, Inc. 3775 Park Avenue, Unit #1 Edison, NJ 08820		-	2011 - 12 Trade debt			69,930.19
Account No. Roaring Spring Bottling PO Box 4897 Gettysburg, PA 17325		-	2012 Trade debt			973.77
Account No. Roxley Farms 2231 Old Leetown Pike Kearneysville, WV 25430		-	2012 Trade debt			195.71
Account No. Rustic Remedies 514 Gidsville Road Amherst, VA 24521		-	2012 Trade debt			346.60
Subtotal (Total of this page)						75,740.75

Sheet no. 14 of 20 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Healthway Natural Foods, 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	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. S. Freedman & Sons 3322 Pennsy Drive PO Box 1418 Hyattsville, MD 20785			2012 Trade debt			2,711.60
Account No. Sandra Cope Intl, Inc. 626 N. Washington Street Alexandria, VA 22314			2012 Trade debt			4,586.40
Account No. Schwabe North America 825 Challenger Drive Green Bay, WI 54311			2011 - 12 Trade debt			4,560.62
Account No. Select Nutrition Distribs, Inc PO Box 706 Keene, NH 03431			2012 Trade debt			Unknown
Account No. Shenandoah Refrigeration 362 Welltown Road Winchester, VA 22603			2012 Trade debt			68.75
Sheet no. <u>15</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	11,927.37

In re Healthway Natural Foods, 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	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. Solgar Vitamin and Herb PO Box 9010 Ronkonkoma, NY 11779	-		2011 - 12 Trade debt			11,108.51
Account No. Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102	X -		5/2009 Commercial Real Property Lease, dated May 1, 2009 (Springfield, VA)		X	20,475.60
Account No. Sunneen Health Foods 375 W. Greenleaf St. Allentown, PA 18102	-		2012 Trade debt			1,249.30
Account No. Teeccino PO Box 40829 Santa Barbara, CA 93140	-		2012 Trade debt			319.96
Account No. The Benenson Equities Company The Benenson Investment Co 708 Third Ave. - 28th Floor New York, NY 10017	-		5/2009 Commercial Real Property Lease, dated May 1, 2009 (Alexandria, VA)		X	Unknown
Sheet no. <u>16</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	33,153.37

In re Healthway Natural Foods, 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. 1773 The Free Lance Star 616 Amelia Street Fredericksburg, VA 22401			Trade debt				77.21	
Account No. Threshold Enterprises 23 Janis Way Scotts Valley, CA 95066			2010 - 12 Trade debt				54,999.01	
Account No. Tim Whitsel 23245 423rd Ave. Fedora, SD 57337			Notes Payable				81,712.94	
Account No. Times Community Media PO Box 79182 Baltimore, MD 21279			Trade debt				102.77	
Account No. Town of Hamilton PO Box 130 Hamilton, VA 20159			Sewer service				60.06	
Sheet no. <u>17</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	136,951.99

In re Healthway Natural Foods, 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. 00 96 Town of Purcellville 221 S Nursery Ave Purcellville, VA 20132		-	Sewer services				158.52	
Account No. Trace Minerals Research 1996 West 3300 Ogden, UT 84401		-	2012 Trade debt				1,558.33	
Account No. United Natl Foods, Inc. PO Box 706 Keene, NH 03431		-	2012 Trade debt				Unknown	
Account No. Verizon PO Box 660720 Dallas, TX 75266		-	Phone service				624.00	
Account No. 0001 Verizon Wireless PO Box 25505 Lehigh Valley, PA 18002		-	Phone service				689.92	
Sheet no. <u>18</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,030.77

In re Healthway Natural Foods, 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. Vibrant Health 99 Railroad Street Canaan, CT 06018		-	2011 - 12 Trade debt				8,201.25	
Account No. Vinco, Inc. 1519 Mars-Evans Ciry Road Evans City, PA 16033		-	2012 Trade debt				306.85	
Account No. Vitality Works, Inc. 8500 Bluewater Road, NW Albuquerque, NM 87121		-	2012 Trade debt				11,624.37	
Account No. VP Cash Register 5012 Glen Park Road Annandale, VA 22003		-	2012 Trade debt				494.00	
Account No. W.S. Badger Company, Inc. PO Box 58 Gilsum, NH 03448		-	2012 Trade debt				494.00	
Sheet no. <u>19</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	21,120.47

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

In re Healthway Natural Foods, 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	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. 2517 and 1014 Washington Gas P.O. Box 37747 Philadelphia, PA 19101-5047		-	Utility service			316.00	
Account No. Waste Management 625 Cherrington Parkway Coraopolis, PA 15108		-	Trash service			87.42	
Account No.							
Account No.							
Account No.							
Sheet no. <u>20</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	403.42
						Total (Report on Summary of Schedules)	949,609.68

In re Healthway Natural Foods, 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.
<p>Bull Run Plaza, LLC c/o The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102</p>	<p>Commercial Real Property Lease, dated August 8, 2008 (Mannassas, VA)</p>
<p>Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748</p>	<p>Commercial Real Property Lease (Annandale, VA)</p>
<p>Elizabeth Dicks PO Box 129 Paonian Springs Paonian Springs, VA 20129</p>	<p>Commercial Real Property Lease (Purcellville, VA)</p>
<p>J&D Properties, LLC PO Box 3734 Fredericksburg, VA 22402</p>	<p>Commercial Real Property Lease (Fredericksburg, VA)</p>
<p>JR Holdings, LLC c/o White Star Management, LLC 6701 Democracy Blvd., 204 Bethesda, MD 20817</p>	<p>Commercial Real Property Lease (Sterling)</p>
<p>Pickett, LLC 1255 22nd Street, NW, 6th Fl Washington, DC 20037</p>	<p>Deed of Lease Agreement, December 9, 2008 (Fairfax)</p>
<p>Preferred Development, LLC 702 North Foxcroft Avenue Martinsburg, WV 25401</p>	<p>Commercial Real Property Lease (Martinsburg, VA)</p>
<p>Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102</p>	<p>Commercial Real Property Lease (Springfield, VA)</p>
<p>The Benenson Equities Company The Benenson Investment Co 708 Third Ave. - 28th Floor New York, NY 10017</p>	<p>Comercial Real Property Lease (Alexandria, VA)</p>

In re Healthway Natural Foods, 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
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129	Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129 Personal Guarantee	Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129	Bull Run Plaza, LLC c/o The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129 Gauranty of Business Loan	Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510
Walter C. Dicks PO Box 129 Paeonian Springs, VA 20129	Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748
Walter C. Dicks PO Box 129 Paeonian Springs, VA 20129 Gauaranty of Business Loan	Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510

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_____ continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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 36 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date October 12, 2012

Signature /s/ Elizabeth Dicks
Elizabeth Dicks
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) (04/10)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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
\$1.00	2012 YTD: To Be Determined
\$5,000,000.00	2011: Approximate
\$5,000,000.00	2010: Approximate

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
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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 credit 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
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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 \$5,850*. 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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other 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 CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Alberts Organic - East PO Box 624 Bridgeport, NJ 08014		\$13,912.69	\$987.48
Anabolic Labs, Inc. Nexgben Pharma PO Box 19516 Irvine, CA 92623		\$8,126.70	\$20,285.88
Bank of America 800 Market Street, 8th Floor Saint Louis, MO 63101-2510	(All payments within 90 days of Oct 12, 2012)	\$7,567.87	\$366,842.21
Beneson Capital Partners	Rent	\$16,074.85	\$0.00
Bull Run Plaza, LLC c/o The Rappaport Companies 8405 Greensboro Dr Mc Lean, VA 22102	Rent	\$16,074.85	\$20,666.05
Curtis Properties, Inc. 5620 Linda Lane Temple Hills, MD 20748	Rent and note	\$24,368.08	\$0.00
KOMA LLC	Rent	\$6,300.00	\$0.00
Natural Organics PO Box 8951 Melville, NY 11747		\$22,664.00	\$26,091.30
New Chapter PO Box 6055 Brattleboro, VT 05302		\$22,622.87	\$32,088.02
Select Nutrition Distribs, Inc PO Box 706 Keene, NH 03431		\$71,049.16	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Springfield Plaza, LLC c/o Rappaport Companies 8405 Greensboro Dr, 830 Mc Lean, VA 22102	Rent	\$27,300.80	\$20,475.60
United Natl Foods, Inc. PO Box 706 Keene, NH 03431		\$89,630.05	\$0.00
Virginia Dept. of Taxation PO Box 1777 Richmond, VA 23218-1777	Taxes	\$28,703.23	\$5,439.98
Validity Works		\$7,348.49	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129 Owner; President	Monthly salary (2012 YTD)	\$48,163.00	\$35,538.48
Walter Dicks PO Box 129 Paeonian Springs, VA 20129 Officer and husband of owner	Monthly salary (2012 YTD)	\$38,124.58	\$9,230.76
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129 Owner/President	Oct 2011 - Oct 2012; Interest on loans	\$6,000.00	\$35,538.48
Elizabeth and Wlater Dicks PO Box 129 Paeonian Springs, VA 20129 Owner/officers	April - Oct 2012; Rent paid for Purcellville store	\$27,568.98	\$0.00
KOMA, LLC PO Box 129 Paeonian Springs, VA 20129 Affiliate (KOMA, LLC owned by principals of Debtor)	Nov 2011 - Oct 2012	\$23,100.00	\$0.00
Tradewind Properties PO Box 129 Paeonian Springs, VA 20129 Affililate (Tradewind Properties owned by Debtor's principals)	Oct 2011 - June 2012 (Hagerstown, MD store rent)	\$22,154.80	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Pickett, LLC vs. Healthway Natural Foods, Inc.; GV12018464-00	Unlawful Detainer	Fairfax County General District Court	Pending
JR Holdings, LLC vs. Healthway Natural Foods, Inc.; Case No. GV12007662-00	Unlawful Detainer	Loudoun County General District Court	Pending
Springfield Paza, LLC vs. Health Natural Food, Inc.; GV12018695	Unlawful Detainer	Fairfax County General District Court	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
RoganLawFirm, PLLC 30-D Catoctin Circle, S.E. Leesburg, VA 20175	October 2, 2012 (loan from Elizabeth Dicks to company)	\$25,000 plus filing fee

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
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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 Jane Zounek Drawer B Shepherdstown, WV 25443	DATES SERVICES RENDERED Monthly close-out statements and tax returns
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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

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
Elizabeth Dicks **PO Box 129**
Paeonian Springs, VA 20129

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

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)
6/30/2012	Store manager	1183645

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
6/30/2012	Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129

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
Elizabeth Dicks, Pres. PO Box 129 Paeonian Springs, VA 20129	Equity	100%
Walter Dicks, VP, Sec/Treas PO Box 129 Paeonian Springs, VA 20129		0%

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
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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

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

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)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 12, 2012 Signature /s/ Elizabeth Dicks
Elizabeth Dicks
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 Eastern District of Virginia

In re Healthway Natural Foods, Inc. Debtor(s)

Case No. Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 3 rows: For legal services, I have agreed to accept \$ 25,000.00; Prior to the filing of this statement I have received \$ 25,000.00; Balance Due \$ 0.00

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify)

4. The source of compensation to be paid to me is:

Debtor Other (specify)

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

- 6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including: a. Analysis of the debtor's financial situation... b. Preparation and filing of any petition... c. Representation of the debtor at the meeting of creditors... d. Representation of the debtor in adversary proceedings... e. Other provisions as needed:

Bankruptcy relief evaluation; pre-filing advice; preparation and filing of Schedules and Statement of Financial Affairs; meeting(s) to review Schedules and Statement of Financial Affairs; meeting to prepare for 341 meeting of creditors; attendance at meeting of creditors; advising Debtor regarding rights and obligations as Debtor in Possession; representation of Debtor in connection with all Chapter 11 matters.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

Subject to court approval, services in excess of retainer amounts paid unless otherwise agreed.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

October 12, 2012

Date

/s/ Christopher L. Rogan, Esq. VSB

Christopher L. Rogan, Esq. VSB 30344

Signature of Attorney

RoganLawFirm, PLLC

Name of Law Firm

30-D Catoctin Circle, S.E.

Leesburg, VA 20175

(703) 771-9191 Fax: (703) 771-9797

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000

(For all Cases Filed on or after 10/17/2005)

**NOTICE TO DEBTOR(S) AND STANDING TRUSTEE
PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)**

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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
Elizabeth Dicks PO Box 129 Paeonian Springs, VA 20129		100%	Common stock

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 October 12, 2012

Signature /s/ Elizabeth Dicks
Elizabeth Dicks
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.

Air Filter Services
PO Box 1452
Martinsburg, WV 25402

Alberts Organic - East
PO Box 624
Bridgeport, NJ 08014

Alternative Baking Co.
3914 Kristie Court
Sacramento, CA 95827

American Express
PO Box 650448
Dallas, TX 75265-0448

Anabolic Labs, Inc.
Nexgben Pharma
PO Box 19516
Irvine, CA 92623

Aubrey Organics
4419 N. Manhattan Ave
Tampa, FL 33614

Auric Blends
PO Box 628
Graton, CA 95444

Avery Dennison
15178 Collections Center Drive
Chicago, IL 60693

Bank of America
800 Market Street, 8th Floor
Saint Louis, MO 63101-2510

Bank of America Rewards Card
800 Market Street, 8th Floor
Saint Louis, MO 63101-2510

Barleans
4936 Leake Terrell Road
Ferndale, WA 98248

Berkeley County, WV
400 West Stephen Street, 209
Martinsburg, WV 25401

Biotics Research Corp.
PO Box 1240
Fort Ashby, WV 26719

Boiron
6 Campus Blvd
Newtown Square, PA 19073

Bull Run Plaza, LLC
c/o The Rappaport Companies
8405 Greensboro Dr
Mc Lean, VA 22102

California Suncakes
PO Box 8688
Emeryville, CA 94662

Carlson Labs, Inc.
15 W. College
Arlington Heights, IL 60004

City National
PO Box 790408
Saint Louis, MO 63179

Clarence I. Stack
8905 Edgeworth Dr.
Capitol Heights, MD 20743

Con-Serv Industries, Inc.
PO Box 650490
Sterling, VA 20165

Country Life
PO Box 27293
New York, NY 10087

Cox Business
PO Box 2000
Herndon, VA 20171

Curtis Properties, Inc.
5620 Linda Lane
Temple Hills, MD 20748

Dominion Virginia Power
P.O. Box 26543
Richmond, VA 23290-0001

Elete
1990 W. 3300
Ogden, UT 84401

Elizabeth Dicks
PO Box 129
Paeonian Springs, VA 20129

Elizabeth Dicks
PO Box 129 Paionian Springs
Paeonian Springs, VA 20129

Emerson Ecologics
1230 Elm Street, 301
Manchester, NH 03101

Enrichmints
2301 Stryker Ave
Vienna, VA 22181

Estate of Florence Kunigus
PO Box 129
Paeonian Springs, VA 20129

Euopharma
955 Challenger Drive
Green Bay, WI 54311

Fairfax Water
8570 Executive Park Ave.
Fairfax, VA 22031

Flora, Inc.
PO Box 950
Lynden, WA 98264

Free Lance Star

Frontier Natrl Products Co-Op
PO Box 2296
Cedar Rapids, IA 52406

Fungi Perfecti, LLC
PO Box 7634
Olympia, WA 98507

Garnett Refrigeration, Inc.
9821 Courthouse Road
Spotsylvania, VA 22553

Gary K. Bahena, Esq.
1 Shipwright St.
Annapolis, MD 21401

Golden Angels Apiary
PO Box 2 - Road 752
Singers Glen, VA 22850

Goode Rerigeration, Inc.1
12289 Livingston Road
Manassas, VA 20109

Gunter's Honey
PO Box 657 Rt. 7
Berryville, VA 22611

Heel, Inc.
10421 Research Road SE
Albuquerque, NM 87123

Herbaceuticals, Inc.
630 Airpark Rd, Suite A
Napa, CA 94558

Hyalogic
610 NW Platte Valley Drive
Riverside, MO 64150

Indigo Wild Aromatics
3125 Wyandotte
Kansas City, MO 64111

IRS
Philadelphia, PA 19154

J&D Properties, LLC
PO Box 3734
Fredericksburg, VA 22402

Jackson & Campbell
1120 Twentieth St
Washington, DC 20036

Jarrow Formulas
1824 So. Roberson Dblld.
Los Angeles, CA 90035

JR Holdings, LLC
c/o White Star Management, LLC
6701 Democracy Blvd., 204
Bethesda, MD 20817

Life Line Foods, LLC
PO Box 949
Pikeville, TN 37367

Living Naturally
6230 University Parkway, 301
Sarasota, FL 34240

Lumina Health Products
3693 Walden Pond Drive
Sarasota, FL 34240

M.S. Johnston Co.
13261 Pennsylvania Ave.
Hagerstown, MD 21742

Magruder Cook & Koutsouftikis
1889 Preston White Dr., 200
Reston, VA 20191

Maple Lawn Farms
11788 Route 216
Fulton, MD 20759

Mountain Valley Water Co.
10985 Guilford Road
Annapolis Junction, MD 20701

Natural Organics
PO Box 8951
Melville, NY 11747

Natural-Immunogenics Corp.
3265 W. McNab Road
Pompano Beach, FL 33069

Natures Way
c/o Gordon & Grey, Inc. PC
6850 Canby Ave #112
Reseda, CA 91335

New Chapter
PO Box 6055
Brattleboro, VT 05302

New Wave Enviro Products, Inc.
PO Box 4146
Englewood, CO 80155

NOVEC
PO Box 34795
Alexandria, VA 22334

Nutraceutical Corporation.
PO Box 12850
Ogden, UT 84412

Nutri-Books Corp.
PO Box 5793
Denver, CO 80217

Nutriboiotic
PO Box 238
Lakeport, CA 95453

Orange Peel Enterprises, Inc.
2183 Ponce Leon Circle
Vero Beach, FL 32960

Pat Claudio
9645 Westport Lane
Burke, VA 22015

Pat Lee Group
2541 S. IH 35, Suite 200
PMB 295
Round Rock, TX 78664

Pickett, LLC
1255 22nd Street, NW, 6th Fl
Washington, DC 20037

Pickett, LLC/Combined Prop.
1255 22nd Street, NW, 6th Fl
Washington, DC 20037

Preferred Development, LLC
702 North Foxcroft Avenue
Martinsburg, WV 25401

Primo Water (Culligan)
Primo Refill, LLC
PO Box 935146
Atlanta, GA 31193

Primo Water Corp
PO Box 100125
Columbia, SC 29202

R.L. Lim Refrigeration, Inc.
13098 Quate Ln.
Woodbridge, VA 22192

Reliance Vitamin Company, Inc.
3775 Park Avenue, Unit #1
Edison, NJ 08820

Roaring Spring Bottling
PO Box 4897
Gettysburg, PA 17325

Roxley Farms
2231 Old Leetown Pike
Kearneysville, WV 25430

Rustic Remedies
514 Gidsville Road
Amherst, VA 24521

S. Freedman & Sons
3322 Pennsy Drive
PO Box 1418
Hyattsville, MD 20785

Sandra Cope Intl, Inc.
626 N. Washington Street
Alexandria, VA 22314

Schwabe North America
825 Challenger Drive
Green Bay, WI 54311

Select Nutrition Distributions, Inc
PO Box 706
Keene, NH 03431

Shenandoah Refrigeration
362 Welltown Road
Winchester, VA 22603

Solgar Vitamin and Herb
PO Box 9010
Ronkonkoma, NY 11779

Springfield Plaza, LLC
c/o Rappaport Companies
8405 Greensboro Dr, 830
Mc Lean, VA 22102

Sunneen Health Foods
375 W. Greenleaf St.
Allentown, PA 18102

Teeccino
PO Box 40829
Santa Barbara, CA 93140

The Benenson Equities Company
The Benenson Investment Co
708 Third Ave. - 28th Floor
New York, NY 10017

The Free Lance Star
616 Amelia Street
Fredericksburg, VA 22401

Threshold Enterprises
23 Janis Way
Scotts Valley, CA 95066

Tim Whitsel
23245 423rd Ave.
Fedora, SD 57337

Times Community Media
PO Box 79182
Baltimore, MD 21279

Town of Hamilton
PO Box 130
Hamilton, VA 20159

Town of Purcellville
221 S Nursery Ave
Purcellville, VA 20132

Trace Minerals Research
1996 West 3300
Ogden, UT 84401

United Natl Foods, Inc.
PO Box 706
Keene, NH 03431

Verizon
PO Box 660720
Dallas, TX 75266

Verizon Wireless
PO Box 25505
Lehigh Valley, PA 18002

Vibrant Health
99 Railroad Street
Canaan, CT 06018

Vinco, Inc.
1519 Mars-Evans Ciry Road
Evans City, PA 16033

Virginia Dept. of Taxation
PO Box 1777
Richmond, VA 23218-1777

Vitality Works, Inc.
8500 Bluewater Road, NW
Albuquerque, NM 87121

VP Cash Register
5012 Glen Park Road
Annandale, VA 22003

W.S. Badger Company, Inc.
PO Box 58
Gilsum, NH 03448

Walter C. Dicks
PO Box 129
Paeonian Springs, VA 20129

Walter Dicks
PO Box 129
Paeonian Springs, VA 20129

Washington Gas
P.O. Box 37747
Philadelphia, PA 19101-5047

Waste Management
625 Cherrington Parkway
Coraopolis, PA 15108

**United States Bankruptcy Court
Eastern District of Virginia**

In re Healthway Natural Foods, 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 Healthway Natural Foods, 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:

None [*Check if applicable*]

October 12, 2012

Date

/s/ Christopher L. Rogan, Esq. VSB

Christopher L. Rogan, Esq. VSB 30344

Signature of Attorney or Litigant
Counsel for Healthway Natural Foods, Inc.

RoganLawFirm, PLLC

30-D Catoclin Circle, S.E.

Leesburg, VA 20175

(703) 771-9191 Fax:(703) 771-9797

crogan@roganfirm.com