

B1 (Official Form 1)(4/10)

<b>United States Bankruptcy Court</b> <b>District of Colorado</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Mountain City Meat Co., Inc.</b>		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) <b>84-1057712</b>		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): <b>5905 E. 42nd Ave.</b> <b>Denver, CO</b> <div style="text-align: right;">ZIP Code <b>80216</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Denver</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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 <hr/> <b>Nature of Debts</b> (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.
<b>Filing Fee</b> (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.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). 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).
<b>Statistical/Administrative Information</b> <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
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input checked="" type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>		
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Mountain City Meat Co., Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>Mountain City Meat Co., Inc.</b>	Case Number: <b>11-29209</b>	Date Filed: <b>8/11/11</b>	
District: <b>Colorado</b>	Relationship: <b>Involuntary Bankruptcy Case</b>	Judge: <b>HRT</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div>  <div style="text-align: center;">           _____            (Address of landlord)         </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):

**Mountain City Meat Co., Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

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

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

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

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

**Signature of Attorney\***

**X** /s/ Michael J. Pankow  
Signature of Attorney for Debtor(s)

Michael J. Pankow

Printed Name of Attorney for Debtor(s)

Brownstein Hyatt Farber Schreck, LLP

Firm Name

410 17th Street, Suite 2200  
Denver, CO 80202

\_\_\_\_\_  
Address

303-223-1100 Fax: 303-223-1111

Telephone Number

September 24, 2011

Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

**X** /s/ Alex G. Smith  
Signature of Authorized Individual

Alex G. Smith

Printed Name of Authorized Individual

Agent of Alliance Management, Chief Restructuring Officer

Title of Authorized Individual

September 24, 2011

Date

MEMORANDUM OF ACTION  
OF THE BOARD OF DIRECTORS OF  
MOUNTAIN CITY MEAT CO., INC.

We, all of the Directors of Mountain City Meat Co., Inc., a Colorado corporation (the "Corporation"), pursuant to 7-108-202 of the Colorado Business Corporation Act ("Act"), take the following actions, by consent and without a meeting, as if by unanimous vote, and waive all notice of such meeting, pursuant to such Act:

1. Clarification of Appointment of Chief Restructuring Officer. On August 9, 2011 the Board of Directors approved the appointment of Alliance Management as Interim Chief Restructuring Officer ("CRO") of the Corporation, and authorized and directed Jerry Dodson, on behalf of the Corporation, to execute that certain Letter Agreement regarding the Proposed Consulting Assignment dated August 9, 2011 by and between the Corporation and Alliance Management. The Board of Directors hereby clarifies that Alliance Management is appointed as Interim Chief Restructuring Officer for the Corporation to manage and direct the business and operations of the Corporation in the interim period until the earlier of (i) a receiver is appointed, or (ii) the removal of the CRO by the Board of Directors. The Board of Directors acknowledges and agrees that Alex Smith shall act on behalf of Alliance Management as its agent. Further, the Board of Directors approves and ratifies the execution by Jerry Dodson, on behalf of the Corporation, of that certain Letter Agreement regarding the Proposed Consulting Assignment dated August 9, 2011 by and between the Corporation and Alliance Management.

2. Grant of Chief Restructuring Officer Authority. The CRO shall be a corporate officer of the Corporation and may act through its employees and agents, including Alex Smith, with the intent that CRO and its agents shall be afforded the same insurance coverage and indemnification rights as any officer of the Corporation. The CRO shall have general charge of the business, affairs and property of the Corporation and general supervision over its employees, representatives and agents to manage and direct the business and operations of the Corporation in the interim period referenced in paragraph 1 above. The authority and duties of the CRO will include, without limitation, the full and exclusive authority with respect to the following:

- i. day-to-day operational and financial management of the Corporation;
- ii. analysis of strategic options for the Corporation, including overseeing the preparation of a wind down plan, and pursuing any strategic option or mechanism that the CRO determines to be appropriate for the Corporation, including the authority to file a voluntary bankruptcy petition for the Corporation;
- iii. hiring and discharging employees, professionals or third party service providers;



MEMORANDUM OF ACTION  
OF THE BOARD OF DIRECTORS OF  
MOUNTAIN CITY MEAT CO., INC.

We, all of the Directors of Mountain City Meat Co., Inc., a Colorado corporation (the "Corporation"), pursuant to 7-108-202 of the Colorado Business Corporation Act ("Act"), take the following actions, by consent and without a meeting, as if by unanimous vote, and waive all notice of such meeting, pursuant to such Act:

1. Clarification of Appointment of Chief Restructuring Officer. On August 9, 2011 the Board of Directors approved the appointment of Alliance Management as interim Chief Restructuring Office ("CRO") of the Corporation, and authorized and directed Jerry Dodson, on behalf of the Corporation, to execute that certain Letter Agreement regarding the Proposed Consulting Assignment dated August 9, 2011 by and between the Corporation and Alliance Management. The Board of Directors hereby clarifies that Alliance Management is appointed as Interim Chief Restructuring Officer for the Corporation to manage and direct the business and operations of the Corporation in the interim period until the earlier of (i) a receiver is appointed, or (ii) the removal of the CRO by the Board of Directors. The Board of Directors acknowledges and agrees that Alex Smith shall act on behalf of Alliance Management as its agent. Further, the Board of Directors approves and ratifies the execution by Jerry Dodson, on behalf of the Corporation, of that certain Letter Agreement regarding the Proposed Consulting Assignment dated August 9, 2011 by and between the Corporation and Alliance Management.

2. Grant of Chief Restructuring Officer Authority. The CRO shall be a corporate officer of the Corporation and may act through its employees and agents, including Alex Smith, with the intent that CRO and its agents shall be afforded the same insurance coverage and indemnification rights as any officer of the Corporation. The CRO shall have general charge of the business, affairs and property of the Corporation and general supervision over its employees, representatives and agents to manage and direct the business and operations of the Corporation in the interim period referenced in paragraph 1 above. The authority and duties of the CRO will include, without limitation, the full and exclusive authority with respect to the following:

- i. day-to-day operational and financial management of the Corporation;
- ii. analysis of strategic options for the Corporation, including overseeing the preparation of a wind down plan, and pursuing an strategic option or mechanism that the CRO determines to be appropriate for the Corporation, including the authority to file a voluntary bankruptcy petition for the Corporation;
- iii. hiring and discharging employees, professionals or third party service providers;

- iv. directing communication with creditors and compromising and settling of claims, including disputed accounts payable and receivable and of notes payable and receivable;
- v. controlling the treasury functions of the Corporation including, but not limited to, the collection and disbursement of all funds due to the Corporation;
- vi. directing communication with the Corporation's lenders, vendors, customers, contractors, officers, members, managers, and employees;
- vii. managing and, if the CRO determines appropriate, concluding a sale process for the Corporation and any or all of its assets, including directing communications with prospective purchasers of the Corporation's assets, negotiating the terms of purchase and sale documentation and taking any steps necessary or appropriate to concluded any sale transactions;
- viii. without limiting the foregoing, to exercise all rights and powers that would be provided to the Receiver under that certain Stipulated Order for Forthwith Appointment of Receiver;
- ix. to commence a bankruptcy or other insolvency proceeding for the Corporation and to cause the Corporation to take any actions which the CRO deems necessary or appropriate in connection with such proceeding including, without limitation, negotiating, approving and executing on behalf of the Corporation documentation relating to debtor in possession financing, asset sales pursuant to Section 363 of the Bankruptcy Code, the retention of professionals and the proposal of a plan of liquidation or reorganization; and
- x. acting as the liaison for the Corporation with its lenders.

3. Ratification of Confidentiality Agreement. The Confidentiality Agreement between this Corporation and Beef Products, Inc., executed by Alex Smith on behalf of the Corporation on August 11, 2011, is hereby ratified and approved.

This consent of the Board of Directors when signed by all of the Directors of this Corporation shall have the same effect as having been unanimously adopted by vote of the Board of Directors of this Corporation on the 11<sup>TH</sup> day of August 2011.

[Signature page follows]

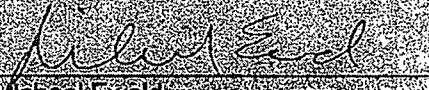


IN WITNESS WHEREOF, the undersigned Directors have evidenced their approval  
of the above proceedings as of the date last above mentioned.

Approved:

DIRECTORS:

  
Brett L. Esperanza

  
Michael Ewald



B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**District of Colorado**

In re **Mountain City Meat Co., Inc.**

Debtor(s)

Case No. **11-10449-Train**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) <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>
ORLEANS INT. CO. INC 30600 NORTHWESTERN HWY SUITE #300 FARMINGTON HILLS, MI 48334	ORLEANS INT. CO. INC 30600 NORTHWESTERN HWY SUITE #300 FARMINGTON HILLS, MI 48334			1,744,721.45
WOLVERINE PACKING CO 2585 Revard St. Detroit, MI 48207	WOLVERINE PACKING CO 2585 Revard St. Detroit, MI 48207			843,982.00
HIGH COUNTRY MEATS 5140 RACE COURT UNIT #8 DENVER, CO 80216	Carol Mesenbrink High Country Meats 3001 L Street Omaha, NE 68107 402-731-1700			698,582.00
TEAM PACKAGING INC 4744 FOREST ST. UNIT E DENVER, CO 80216	TEAM PACKAGING INC 4744 FOREST ST. UNIT E DENVER, CO 80216			379,593.00
JBS USA, INC 1770 PROMONTORY CIRCLE GREELEY, CO 80634	JBS USA, INC 1770 PROMONTORY CIRCLE GREELEY, CO 80634			378,356.00
XL MEATS 5101 - 11 ST SE CALGARY, AB T3H 1M7	XL MEATS 5101 - 11 ST SE CALGARY, AB T3H 1M7			349,060.00
NATIONAL BEEF PACKING CO., LLC 12200 NORTH AMBASSADOR DRIVE KANSAS CITY, MO 64163-1244	NATIONAL BEEF PACKING CO., LLC 12200 NORTH AMBASSADOR DRIVE KANSAS CITY, MO 64163-1244			290,904.00
TOTAL QUALITY LOGISTICS 1701 EDISON DRIVE MILFORD, OH 45150	TOTAL QUALITY LOGISTICS 1701 EDISON DRIVE MILFORD, OH 45150			248,086.00
BEEF PRODUCTS INC. 891 2 RIVERS DRIVE DAKOTA DUNES, SD 57049	Mike Hesse Beef Products Inc. 891 2 Rivers Drive Dakota Dunes, SD 57049			244,260.00



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

In re **Mountain City Meat Co., Inc.**Case No. **11-10449-Train**

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>
TEMPLE-INLAND 1300 S. MOPAC EXPRESSWAY AUSTIN, TX 78746	TEMPLE-INLAND 1300 S. MOPAC EXPRESSWAY AUSTIN, TX 78746			213,782.00
AIR LIQUIDE AMERICA CORP 2700 POST OAK BLVD., SUITE 1800 HOUSTON, TX 77056	Credit Department Air Liquide America Corp. 2700 Post Oak Blvd., Suite 1800 Houston, TX 77056 877.855.9533			184,110.00
JOHN R MORREALE, INC. 216 N. PEORIA CHICAGO, IL 60607	JOHN R MORREALE, INC. 216 N. PEORIA CHICAGO, IL 60607			163,261.00
WAYPOINT LOGISTICS, LLC 415 YUMA STREET DENVER, CO 80204	WAYPOINT LOGISTICS, LLC 415 YUMA STREET DENVER, CO 80204			150,791.00
ROPES & GRAY LLP ONE INTERNATIONAL PLACE BOSTON, MA 02110-2624	ROPES & GRAY LLP ONE INTERNATIONAL PLACE BOSTON, MA 02110-2624			121,506.00
QVEST, LLC RR1 BOX 81D GOODWELL, OK 73939	QVEST, LLC RR1 BOX 81D GOODWELL, OK 73939			118,063.00
CARGILL FOOD DISTRIBUTION 4475 E 50TH AVE. DENVER, CO 80216-3104	Dennis White Cargill Food Distribution 4475 E. 50th Ave. Denver, CO 80216-3104 303.399.9515			113,038.00
NOVAMARK, INC. 4265 E. FM 1187 Burleson, TX 76028	NOVAMARK, INC. 4265 E. FM 1187 Burleson, TX 76028			109,472.00
LINDE, INC. 575 MOUNTAIN AVE. P.O. BOX 1047 NEW PROVIDENCE, NJ 07974	LINDE, INC. 575 MOUNTAIN AVE. P.O. BOX 1047 NEW PROVIDENCE, NJ 07974			107,186.00
COLORADO MEAT PACKERS, INC. 4120 BRIGHTON BLVD. UNIT B5 DENVER, CO 80216-0552	Credit Department Colorado Meat Packers, Inc. 4120 Brighton Blvd. Unit B5 Denver, CO 80216-0552 303.295.0207			106,166.00
TERPERATURE CONTROLLED P.O. BOX 110306 NASHVILLE, TN 37222	Eric George Temperature Controlled P.O. Box 110306 Nashville, TN 37222 615.331.0015			101,186.00

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

In re Mountain City Meat Co., Inc.

Debtor(s)

Case No. 11-10449-Train

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

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

I, the Agent of Alliance Management, Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date September 24, 2011

Signature /s/ Alex G. Smith

**Alex G. Smith**

**Agent of Alliance Management, Chief Restructuring  
Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Colorado**

In re **Mountain City Meat Co., Inc.**

Debtor(s)

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
<b>MCMC Holding Company, Inc. 5905 E. 42nd Avenue Denver, CO 80216</b>	<b>Common</b>	<b>100%</b>	<b>Common</b>

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

I, the **Agent of Alliance Management, Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 24, 2011Signature /s/ Alex G. Smith**Alex G. Smith**

Agent of Alliance Management, Chief Restructuring Officer

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*