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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re: Chapter 11

AGRIPROCESSORS, INC. Case No.

Debtor.

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AFFIDAVIT PURSUANT TO LOCAL BANKRUPTCY RULES

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ABRAHAM A. RUBASHKIN, being duly sworn, deposes and says:

1. I am the president and sole shareholder of Agriprocessors, Inc. (the "Debtor"), and as such I am familiar with the operations, business and financial affairs of the Debtor.

2. I submit this Affidavit in accordance with Local Bankruptcy Rules in support of the voluntary petition filed by the Debtor under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

3. There is no pending bankruptcy case against the Debtor and this petition is filed as a voluntary Chapter 11 proceeding.

4. This Chapter 11 petition is being filed on an emergency basis due to the implications of a pending litigation. Consequently, the petition and related papers will be supplemented within a few days time.

5. Pursuant to Bankruptcy Rule 1007(4), a list containing the names and addresses of the creditors holding the twenty (20) largest unsecured non-disputed claims against the Debtor are attached.

6. Pursuant to Bankruptcy Rule 1007(4), a list containing the names and addresses of the creditors holding the primary secured claims against the Debtor, which list shall be supplemented.

7. In accordance with Local Bankruptcy Rules, the lists containing the equity holders are attached hereto.

8. In accordance with Local Bankruptcy Rules, the lists containing the names and addresses of the Debtor's known creditors is being filed herewith.

9. The Debtor is one of the largest kosher meat and poultry packing and food processors in the United States. The Debtor is instrumental in helping to maintain national availability for kosher meat and poultry products throughout the United States. Many families in the Orthodox Jewish community and others depend on the Debtor for their meat and poultry needs.

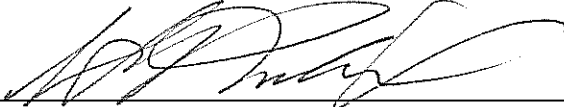
10. The Debtor has a plant and processing facility located at 220 North West Street, Postville, Iowa 52162. The Debtor also maintains executive offices and a significant distribution center located at 5600 First Avenue, Brooklyn, New York 11220, with approximately 50 employees.

11. The Debtor's financial difficulties were caused by difficult circumstances involving a raid conducted by Immigration and Custom Enforcement Agency (ICE) on May 12, 2008, where 389 workers at the Postville facility were arrested and charged and convicted or possessing forged documents. I preside over the business from Brooklyn in conjunction with Bernard Feldman, Esq. who was recently appointed as the CEO in late September. As a result of the labor investigations, the Debtor has engaged new supervisory personnel to oversee plant operations in Iowa. The Debtor currently employs approximately 250-300 people at this facility.

12. In recent weeks, First Bank Business Capital Inc. (the "Bank") has alleged that certain receivables were misdeposited by the Debtor into its operating account instead of a corresponding deposit account, although all funds at issue were used for the payment of legitimate business purposes. Nevertheless, based upon *inter alia* the alleged breach of certain loan covenants, the Bank is moving in the District Court in Iowa for the appointment of a receiver with expanded powers. The Chapter 11 filing will serve to stay this litigation and preserve the going concern value of the Debtor's business while issues with lenders and other creditors are addressed.


13. Before the Debtor's recent legal problems, the Debtor was a significant kosher food company with annual revenues of more than \$300,000,000 and approximately 1,000 employees. The Debtor is actively seeking new sources of financing and believes that it will be able to restructure its overall business. The Debtor's kosher food production is closely monitored by a number of rabbis, religious leaders and

certifying bodies. The Debtor will continue to observe the strictest laws of Kashrut so as to preserve this vital staple of the Orthodox Jewish community.



ABRAHAM A. RUBASHKIN

Sworn to this 4th day
of November 2008.



Notary Public

NOTARY PUBLIC
Reg. No. 02DO6041111
Expires 5/1/10
Qualified in Suffolk County

**United States Bankruptcy Court
Eastern District of New York**

IN RE:

Case No. _____

Agriprocessors, Inc.

Chapter 11

Debtor(s)

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 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Jacobson Staffing Company 1821 Euclid Avenue Des Moines, IA 50316				845,389.82
Weyerhaeuser Parer Company 7591 Collections Center Drive Chicago, IL 60693				806,970.60
Baker & Mckenzie Lip 615 Connecticut Avenue Washington, DC 20006				640,911.95
Mayore Management LLC 100 Henry Street Brooklyn, NY 11201				500,000.00
Cryivac Division Sealer Air Corp. 91279 Collection Center Drive Chicago, IL 60693				442,342.67
Best Value Trucking P.O. Box 398 Brooklyn, NY 11219				419,590.87
Alliant Energy P.O. Box 3066 Cedar Rapids, IA 52406				318,235.80
Prairie Agri-Enterprises, Inc. 29275 Harding Road Postville, IA 52162				271,975.63
Nyemaster Goode Voigts West Et Al 700 Walnut Street Suite 1600 Des Moines, IA 50309				208,636.01
Marks Paneth & Shron & Co. LLP 622 Third Avenue Seventh Floor New York, NY 10017				195,175.49
Aquilla, Inc. P.O. Box 4649 Carol Stream, IL 60197				120,121.32
Postville Farmers Co-Op P.O. Box 520 Postville, IA 52162				119,798.98
Dubois Chemical P.O. Box 713198 Cincinnati, OH 45271				115,147.38

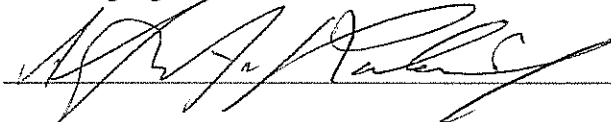
Nordenia Usa 14591 State Highway 177 Jackson, MO 63755	105,082.49
Bunzl Chicago 5772 Collection Center Drive Chicago, IL 60693	96,235.34
Falk Paper Company 638 North Third Street Minneapolis, MN 55401	91,187.42
U.S.D.A Food Safety And Inspection P.O. Box 979001 St. Louis, MO 63197	88,179.92
Tricok Inc. Tr Du Chien 133 South Michigan Prairie Du Chien, WI 53821	81,572.04
Packaging Film Group 301 Industrial Drive Bellevue, NE 68005	65,655.65
Thomas V. McQueen, Esq. 321 South Plymouth Court 10th Floor Chicago, IL 60604	60,612.50

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] 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: **November 4, 2008**

Signature:



Abraham A. Rubashkin, President

(Print Name and Title)

SECURED CREDITORS

<u>Name</u>	<u>Amount of Debt</u>
Farm Credit Leasing Suite 300 600 Highway 169 South Minneapolis, MN 55426	\$ 6,000,000
First Bank Business Capital Inc. 11901 Olive Boulevard St. Louis, MO 63141	\$ 35,000,000
MetLife Agricultural Investments 5047 Collection Center Drive Chicago, IL 60693-0050	\$9,600,000

EQUITY INTEREST HOLDERS

Abraham Arron Rubashkin	100% shareholder
5600 First Avenue	
Brooklyn, NY 11220	