

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF ARIZONA

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Integrated Ag XI, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 81-1667375

4. Debtor's address
Principal place of business: 8742 E Via De Commercio, Scottsdale, AZ 85258
Mailing address, if different from principal place of business: P.O. Box, Number, Street, City, State & ZIP Code
Location of principal assets, if different from principal place of business: 72865 E County 18th St N Dateland, AZ 85333

5. Debtor's website (URL)

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify:

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5311

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B)
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship _____
District _____	When _____ Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*
- Debtor has had its domicile, 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.
 - A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other **Requires regular irrigation: 86 acres of date trees; 56 acres of citrus trees; 1 acre of olive trees**
- Where is the property? 72865 E County 18th St N
Dateland, AZ, 85333-0000
Number, Street, City, State & ZIP Code
- Is the property insured?
- No
- Yes. Insurance agency Nationwide
Contact name _____
Phone 714-922-4233

Statistical and administrative information

13. Debtor's estimation of available funds. *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Integrated Ag XI, LLC
Name

Case number (If known) _____

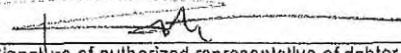
Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 20, 2021
MM / DD / YYYY

X 
Signature of authorized representative of debtor

Bryan Hepler
Printed name

Email Address of debtor

Title Authorized Representative

18. Signature of attorney

X 
Signature of attorney for debtor

Date January 20, 2021
MM / DD / YYYY

Alan A. Meda 009213
Printed name

Burch & Cracchiolo, P.A.
Firm name

1850 N. Central Ave., Suite 1700
Phoenix, AZ 85004
Number, Street, City, State & ZIP Code

Contact phone 602-274-8797 Email address ameda@bcattorneys.com

009213 AZ
Bar number and State

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC
United States Bankruptcy Court for the: DISTRICT OF ARIZONA
Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases; List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 20, 2021

X

Signature of individual signing on behalf of debtor

Bryan Hepler

Printed name

Authorized Representative

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Integrated Ag XI, LLC**
 United States Bankruptcy Court for the: **DISTRICT OF ARIZONA**
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Arizona Department of Weights & Measures 1688 W Adams St Phoenix, AZ 85007		Trade debt				\$259.20
EZ Contracting LLC PO Box 626 Salome, AZ 85348		labor services				\$4,783.13
Graywolf Integrated Construction Company 1705 W Battaglia Rd Eloy, AZ 85131		litigation: Graywolf v Integrated CBD LLC, et al S1400CV20200021 2	Contingent Unliquidated Disputed			\$2,245,179.48
Plaintiffs of CV2020-012256 Wilenchik & Bartness 2810 N 3rd St Phoenix, AZ 85004		litigation: Lev et al v. Horsman et CV2020-012256	Contingent Unliquidated Disputed			\$0.00
Republic Services PO Box 78829 Phoenix, AZ 85062		waste removal				\$279.51
Revolution Industrial LLC 5858 W Riggs Rd Chandler, AZ 85226		litigation: Graywolf v Integrated CBD LLC, et al S1400CV20200021 2	Contingent Unliquidated Disputed			\$611,222.30
Sawyer Welding & Repair Inc PO Box 66 Arlington, AZ 85322		litigation: Graywolf v Integrated CBD LLC, et al S1400CV20200021 2	Contingent Unliquidated Disputed			\$549,119.93

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC
 United States Bankruptcy Court for the: DISTRICT OF ARIZONA
 Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
 Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>32,903,500.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>1,005,741.96</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>33,909,241.96</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>17,290,428.86</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>3,410,843.55</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>20,701,272.41</u>

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC

United States Bankruptcy Court for the: DISTRICT OF ARIZONA

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
 Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\$0.00

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. Bank of the West checking 0295 \$92,480.42

3.2. Great Western Bank checking 1654 \$43,779.62

4. Other cash equivalents (Identify all)

5. Total of Part 1.

\$136,260.04

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
 Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits
Description, including name of holder of deposit

7.1. Southwest Gas (90k returned annually) \$489,659.00

Debtor Integrated Ag XI, LLC
Name

Case number (if known) _____

7.2. Electrical District #8 \$189,828.00

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment

8.1. Barn Tenant Deposit \$1,000.00

8.2. property taxes \$29,678.46

8.3. Accounting Software Yooz \$399.00

8.4. Accounting Software BT Partners \$1,041.42

8.5. insurance \$476.04

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$712,081.92

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
 Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: 83,941.04 - 83,941.04 = ... \$0.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
 Yes Fill in the information below.

Debtor Integrated Ag XI, LLC
Name

Case number (if known) _____

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale				
22.	Other inventory or supplies miscellaneous shop tools		Unknown		\$2,000.00

23. Total of Part 5. Add lines 19 through 22. Copy the total to line 84. \$2,000.00

24. Is any of the property listed in Part 5 perishable?
 No
 Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?
 No
 Yes. Book value _____ Valuation method _____ Current Value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?
 No
 Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28.	Crops-either planted or harvested 56 acres of citrus trees	\$0.00	valued with land	\$0.00
	date trees - 86 acres	\$0.00	valued with land	\$0.00
	olive trees - 1 acre	\$5,748.00	valued with land	\$0.00
29.	Farm animals <i>Examples: Livestock, poultry, farm-raised fish</i>			
30.	Farm machinery and equipment (Other than titled motor vehicles) Drip Tape Injector - farm tractor attachment	\$23,659.00	cost basis	\$5,000.00
	Landplane - farm tractor attachment	\$698.00	cost basis	\$1,000.00
	red diesel fuel tank	\$10,936.28	cost basis	\$12,000.00

Debtor Integrated Ag XI, LLC Case number (if known) _____
 Name

<u>regular diesel fuel tank</u>	<u>\$8,740.45</u>	<u>cost basis</u>	<u>\$12,000.00</u>
<u>unleaded fuel tank</u>	<u>\$4,864.93</u>	<u>cost basis</u>	<u>\$12,000.00</u>
<u>welding machine</u>	<u>\$1,333.00</u>	<u>cost basis</u>	<u>\$500.00</u>
<u>crop collection trays (date trays)</u>	<u>\$3,465.00</u>	<u>cost basis</u>	<u>\$200.00</u>
<u>2016 Sidewinder 8080 LPS weight scale</u>	<u>\$34,215.00</u>	<u>cost basis</u>	<u>\$60,000.00</u>

31. Farm and fishing supplies, chemicals, and feed
farm chemicals and fuel \$0.00 _____ \$500.00

32. Other farming and fishing-related property not already listed in Part 6
misc farm supplies \$0.00 _____ \$1,000.00

33. Total of Part 6. \$104,200.00
 Add lines 28 through 32. Copy the total to line 85.

34. Is the debtor a member of an agricultural cooperative?
 No
 Yes. Is any of the debtor's property stored at the cooperative?
 No
 Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?
 No
 Yes. Book value _____ Valuation method _____ Current Value _____

36. Is a depreciation schedule available for any of the property listed in Part 6?
 No
 Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?
 No
 Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?
 No. Go to Part 8.
 Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <u>Office furniture</u> <u>desk chairs, couches, dining table and chairs,</u> <u>kitchen appliances</u>	<u>\$0.00</u>	<u>FMV</u>	<u>\$1,100.00</u>

Debtor Integrated Ag XI, LLC
Name

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computer monitors, printer, phones \$0.00 FMV \$100.00

40. Office fixtures
41. Office equipment, including all computer equipment and communication systems equipment and software
42. Collectibles *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. Total of Part 7.
Add lines 39 through 42. Copy the total to line 86.

\$1,200.00

44. Is a depreciation schedule available for any of the property listed in Part 7?
 No
 Yes
45. Has any of the property listed in Part 7 been appraised by a professional within the last year?
 No
 Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
 Yes Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1. 9 mobile homes	\$173,234.00	cost basis	\$50,000.00

48. Watercraft, trailers, motors, and related accessories *Examples:* Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

49. Aircraft and accessories

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

51. Total of Part 8.
Add lines 47 through 50. Copy the total to line 87.

\$50,000.00

52. Is a depreciation schedule available for any of the property listed in Part 8?
 No
 Yes
53. Has any of the property listed in Part 8 been appraised by a professional within the last year?
 No
 Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

Debtor Integrated Ag XI, LLC
Name

Case number (if known) _____

- No. Go to Part 10.
 Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 401-85-006 40 ac				
401-85-004 40 ac				
401-85-002B 80 ac				
140-08-001 160 ac				
140-08-002 160 ac				
140-08-003 241.75 ac				
140-21-001 87.06 ac				
140-21-002 117.9 ac				
140-21-003 37.88 ac				
140-21-004 1.12 ac				
140-21-006 74.35 ac				
140-21-007 .43 ac				
140-21-008 8.55 ac				
140-21-009 10.64 ac				
140-21-010 89.55 ac				
140-21-011 70.02 ac				
140-21-012 4.04 ac				
140-21-013 53.33 ac				
140-21-014 37.88 ac				
140-21-015 42.12 ac				
140-17-001 480 ac				
140-17-002 160 ac				
140-20-003 .14 ac				
140-20-004 160 ac				
140-28-002 146.8 ac				
140-28-003 13.2 ac				
140-28-004 165.62 ac				
140-28-005 27.29 ac				
140-28-006 81.79 ac				
140-28-007 45.29 ac				
140-10-001 640 ac				
140-02-001 160 ac				
140-02-002 158 ac				
140-24-001 640 ac				
140-34-002 160 ac				
165-20-006 40 ac				
165-20-008 40 ac				
165-20-009 40 ac				
TOTAL ACREAGES 4,515.65	owner	\$29,128,944.40	FMV	\$32,903,500.00

56. Total of Part 9. **\$32,903,500.00**
 Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
 Copy the total to line 88.

57. Is a depreciation schedule available for any of the property listed in Part 9?
 No

Debtor Integrated Ag XI, LLC
Name

Case number (if known) _____

Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

No

Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

No. Go to Part 11.

Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties			
63. Customer lists, mailing lists, or other compilations <u>email list for potential tenants</u>	<u>\$0.00</u>	<u>FMV</u>	<u>\$0.00</u>

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 1077

No

Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

No

Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

No

Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.

Yes Fill in the information below.

Debtor Integrated Ag XI, LLC
Name

Case number (if known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$136,260.04	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$712,081.92	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$2,000.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$104,200.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$1,200.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$50,000.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$32,903,500.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$1,005,741.96	+ 91b. \$32,903,500.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$33,909,241.96

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC
 United States Bankruptcy Court for the: DISTRICT OF ARIZONA
 Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A	Column B
Amount of claim	Value of collateral that supports this claim
Do not deduct the value of collateral.	
\$16,349,586.41	\$0.00

2.1 Great Western Bank
 Creditor's Name
1721 N Arizona Ave
Chandler, AZ 85225
 Creditor's mailing address
 Creditor's email address, if known
 Date debt was incurred
05/23/2016
 Last 4 digits of account number
0717
 Do multiple creditors have an interest in the same property?
 No
 Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien
see attached list of parcel nos.
 Describe the lien
Mortgage
 Is the creditor an insider or related party?
 No
 Yes
 Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)
 As of the petition filing date, the claim is:
 Check all that apply
 Contingent
 Unliquidated
 Disputed

2.2 Great Western Bank
 Creditor's Name
1721 N Arizona Ave
Chandler, AZ 85225
 Creditor's mailing address
 Creditor's email address, if known
 Date debt was incurred
06/28/2018
 Last 4 digits of account number
1784
 Do multiple creditors have an interest in the same property?

Describe debtor's property that is subject to a lien
see attached list of parcel nos.
 Describe the lien
Mortgage
 Is the creditor an insider or related party?
 No
 Yes
 Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)
 As of the petition filing date, the claim is:
 Check all that apply

\$940,842.45	\$0.00
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Debtor **Integrated Ag XI, LLC**

Case number (if known) _____

Name

- No
- Yes. Specify each creditor, including this creditor and its relative priority.
- Contingent
- Unliquidated
- Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$17,290,428.
86

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC
 United States Bankruptcy Court for the: DISTRICT OF ARIZONA
 Case number (if known) _____

Check if this is an amended filing

**Official Form 206E/F
 Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		As of the petition filing date, the claim is: <i>Check all that apply.</i>	Amount of claim
3.1	Nonpriority creditor's name and mailing address Arizona Department of Weights & Measures 1688 W Adams St Phoenix, AZ 85007 Date(s) debt was incurred <u>12/2020</u> Last 4 digits of account number <u>8517</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$259.20</u>
3.2	Nonpriority creditor's name and mailing address EZ Contracting LLC PO Box 626 Salome, AZ 85348 Date(s) debt was incurred <u>12/2020</u> Last 4 digits of account number _	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>labor services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$4,783.13</u>
3.3	Nonpriority creditor's name and mailing address Graywolf Integrated Construction Company 1705 W Battaglia Rd Eloy, AZ 85131 Date(s) debt was incurred _ Last 4 digits of account number _	<input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>litigation: Graywolf v Integrated CBD LLC, et al S1400CV202000212</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$2,245,179.48</u>
3.4	Nonpriority creditor's name and mailing address Nationwide PO Box 51450 Los Angeles, CA 90051-5440 Date(s) debt was incurred _ Last 4 digits of account number _	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>notice only</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$0.00</u>

3.5 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. Unknown
 Name Plaintiffs of CV2020-012256
Wilenchik & Bartness
2810 N 3rd St
Phoenix, AZ 85004
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: litigation: Lev et al v. Horsman et CV2020-012256
 is the claim subject to offset? No Yes

3.6 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$279.51
Republic Services
PO Box 78829
Phoenix, AZ 85062
 Date(s) debt was incurred 12/2020
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: waste removal
 is the claim subject to offset? No Yes

3.7 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$611,222.30
Revolution Industrial LLC
5858 W Riggs Rd
Chandler, AZ 85226
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: litigation: Graywolf v Integrated CBD LLC, et al S1400CV202000212
 is the claim subject to offset? No Yes

3.8 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: Check all that apply. \$549,119.93
Sawyer Welding & Repair Inc
PO Box 66
Arlington, AZ 85322
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: litigation: Graywolf v Integrated CBD LLC, et al S1400CV202000212
 is the claim subject to offset? No Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Joseph Cotterman Gallagher & Kennedy 2575 E Camelback Rd Phoenix, AZ 85016	Line <u>3.8</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2	Matthew Pierce Warner Angle et al 2555 E Camelback Rd #800 Phoenix, AZ 85016	Line <u>3.7</u> <input type="checkbox"/> Not listed. Explain _____	—
4.3	Richard Murphy Murphy Cordier PLC 2025 N 3rd St #200 Phoenix, AZ 85004	Line <u>3.3</u> <input type="checkbox"/> Not listed. Explain _____	—

Debtor Integrated Ag XI, LLC

Name

Case number (if known) _____

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

4.4 Titan Consulting & Leasing Co Inc
c/o Clay Hales
2205 Ragu Dr
Owensboro, KY 42303

Line 3.3

Not listed. Explain _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

		Total of claim amounts
5a.	\$	0.00
5b.	+ \$	3,410,843.55
5c.	\$	3,410,843.55

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC

United States Bankruptcy Court for the: DISTRICT OF ARIZONA

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property*

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **legal counsel re state court litigation**

State the term remaining

to conclusion of lawsuit

List the contract number of any government contract

**Daniel Fredenberg
Fredenberg Beams
4747 N 7th St #402
Phoenix, AZ 85014**

2.2. State what the contract or lease is for and the nature of the debtor's interest **property manager 1099 employee**

State the term remaining

property manager 1099 employee

List the contract number of any government contract

**Leonel Barrandey
4262 S Ave 5 1/2 E
Yuma, AZ 85365**

2.3. State what the contract or lease is for and the nature of the debtor's interest **date tree lease - all 86 acres currently in breach**

State the term remaining

Expires 03/01/2022

List the contract number of any government contract

**Steve Reimer
Power Source LLC
3700 W 25th Pl
Yuma, AZ 85364**

Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC
 United States Bankruptcy Court for the: DISTRICT OF ARIZONA
 Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
 Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
2.1 AZ Farm Management LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
2.2 CEOF Holdings LP	590 Madison Ave #3100 New York, NY 10022	Graywolf Integrated Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
2.3 Corbin Private Credit Opportunity Fund	590 Madison Ave #3100 New York, NY 10022	Graywolf Integrated Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
2.4 Goldcrest Farm Trust Reit LLC	750 3rd Ave #702 New York, NY 10017	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
2.5 Hyder Ranch LLC	750 3rd Ave #702 New York, NY 10017	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____

Debtor Integrated Ag XI, LLC

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.6	IA XI Shop Yard LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Graywolf Integrated Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
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2.7	IAG Equipment LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.8	Integrated AG Equipment LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.9	Integrated AG Holdings AZ LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.10	Integrated AG Holdings LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.11	Integrated AG LP	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.12	Integrated AG Management LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.13	Integrated AG Operations LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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Debtor Integrated Ag XI, LLC

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.14 Integrated AG XI AZ LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Graywolf Integrated Construction Company D _____ E/F 3.3 G _____

2.15 Integrated AG XI AZ LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Plaintiffs of CV2020-012256 D _____ E/F 3.5 G _____

2.16 Integrated AG XII LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Plaintiffs of CV2020-012256 D _____ E/F 3.5 G _____

2.17 Integrated CBD LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Graywolf Integrated Construction Company D _____ E/F 3.3 G _____

2.18 Integrated CBD LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Revolution Industrial LLC D _____ E/F 3.7 G _____

2.19 Integrated CBD LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Sawyer Welding & Repair Inc D _____ E/F 3.8 G _____

2.20 Integrated CBD LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Plaintiffs of CV2020-012256 D _____ E/F 3.5 G _____

2.21 Integrated Shop Yard LLC 8742 E Via De Commercio Scottsdale, AZ 85258 Revolution Industrial LLC D _____ E/F 3.7 G _____

Debtor Integrated Ag XI, LLC

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.22	Integrated Shop Yard LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Sawyer Welding & Repair Inc	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
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2.23	Integrated Shop Yard LLC	8742 E Via De Commercio Scottsdale, AZ 85258	Plaintiffs of CV2020-012256	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.24	Jim Sawyer Welding & Repair Inc	PO Box 66 Arlington, AZ 85322	Graywolf Integrated Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
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2.25	Revolution Industrial LLC	5858 W Riggs Rd Chandler, AZ 85226	Graywolf Integrated Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
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Fill in this information to identify the case:

Debtor name Integrated Ag XI, LLC

United States Bankruptcy Court for the: DISTRICT OF ARIZONA

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2021 to Filing Date

Operating a business
 Other _____

\$0.00

For prior year:
From 1/01/2020 to 12/31/2020

Operating a business
 Other _____

\$436,802.55

For year before that:
From 1/01/2019 to 12/31/2019

Operating a business
 Other _____

\$1,304,423.48

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2021 to Filing Date

interest income

Unknown

For prior year:
From 1/01/2020 to 12/31/2020

interest income

\$0.00

For year before that:
From 1/01/2019 to 12/31/2019

interest income

\$0.00

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. EZ Contracting LLC	10/20/2020 10/26/2020 11/2/2020 11/9/2020 11/16/2020 11/24/2020 11/29/2020 12/8/2020 12/15/2020 12/21/2020 12/28/2020	\$18,625.33	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>farm labor contracting service</u>
3.2. Leonel Barrantey	10/31/2020 11/15/2020 11/30/2020 12/15/2020 01/01/2021	\$10,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>property manager salary</u>
3.3. Yuma County Treasurer	12/1/2020	\$28,137.84	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>property taxes</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Integrated AG LP 8742 E Via De Commercio Scottsdale, AZ 85258 asset manager	04/02/2020 10/15/2020 10/15/2020 01/06/2021	\$218,537.50	2020 Q2, Q3, Q4 Asset Manager Fees 2021 Q1 Asset Management Fees

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account

of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Ian Lev vs Integrated Ag XI LLC CV2020-012256	civil action	Maricopa County Superior Court 301 W Jefferson Phoenix, AZ 85004	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Greywolf Integrated Construction vs Integrated Ag XI AZ LLC et al S1400CV202000212	civil action	Yuma County Superior Court 250 W 2nd St Yuma, AZ 85364	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3. Trustee's Sale Yuma County Recorder Notice of Trustee's Sale 2020-32063 Yuma County Recorder 2020-32063	Trustee' Sale		<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</small>		
	<small>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>		

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. <u>Burch & Cracchiolo, P.A. 1850 N. Central Ave., Suite 1700 Phoenix, AZ 85004</u>	<u>Attorney Fees</u>	<u>01/07/2021</u>	<u>\$50,000.00</u>
Email or website address <u>ameda@bcattorneys.com</u>			
Who made the payment, if not debtor? _____			

11.2. <u>Avion Holdings LLC 15290 N 78th Way #B204 Scottsdale, AZ 85260</u>	<u>consultant advisor</u>	<u>01/2021</u>	<u>\$12,000.00</u>
Email or website address _____			
Who made the payment, if not debtor? _____			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 <u>IA XI Shop Yard LLC 1000 N West St Suite 1501 Wilmington, DE 19801</u>	<u>APN 140-21-009 Primary Shop Yard for farm, misc structures, barnes shop, office See note attached</u>	<u>02/17/2020</u>	<u>Unknown</u>
Relationship to debtor <u>subsidiary</u>			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy From-To
14.1. 9237 E Via De Ventura Blvd Suite 220 Scottsdale, AZ 85258	06/2014 - 11/2019

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
--	---------------------------------	-------------------------------	--	---

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
---	--	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
---------------------------	-----------------------------------	-----------------------------	-----------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No.
 Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No.
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

No.
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name address

Describe the nature of the business

Employer Identification number
Do not include Social Security number or ITIN.

Dates business existed

EIN:

From-To 02/2020 to present

25.1. **IA XI Shop Yard LLC**
1000 N West St Suite 1501
Wilmington, DE 19801

shop yard for farm

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address

Date of service
From-To

26a.1. **Integrated Ag LP**
8742 E Via De Commercio
Scottsdale, AZ 85258

2016 to date

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address

Date of service
From-To

26b.1. **KPMG**
Dept 0511
PO Box 120511
Dallas, TX 75312

2016-2019

Name and address

Date of service
From-To

26b.2. **Cohn Reznick**
4 Becker Farm Rd
Roseland, NJ 07068

2019-2020

Name and address

Date of service
From-To

26b.3. **Beach Fleischman PC**
PO Box 64130
Tucson, AZ 85728

2019

Name and address

Date of service
From-To

26b.4. **MG Stover**
1331 17th St Ste 720
Denver, CO 80202

2016 to date

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address

If any books of account and records are
unavailable, explain why

26c.1. **Integrated AG LP**
8742 E Via De Commercio
Scottsdale, AZ 85258

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

Name and address

26d.1. **Great Western Bank**
1721 N Arizona Ave
Chandler, AZ 85225

26d.2. **Zions Ag Finance**
2729 E Harter Ct
Visalia, CA 93292

26d.3. **Metlife**
1604 4th Ave
Sacramento, CA 95818

26d.4. **UMB**
4030 S Pipkin Rd
Lakeland, FL 33811

26d.5. **Ag America Lending**
4030 S Pipkin Rd
Lakeland, FL 33811

26d.6. **Bank of the West**
1250 Corona Point Ct
Corona, CA 92879

26d.7. **Live Oak Bank**
1741 Tiburon Dr
Wilmington, NC 28403

26d.8. **Busey Bank**
7980 Sommerlin Lakes Dr
Fort Myers, FL 33907

26d.9. **Prudential Agricultural Finance**
Steven Garland
steven.garland@pgim.com

26d.10. **First National Bank of Omaha**
rland@finni.com

26d.11. **Rabo Agrifinance**
2580 Sierra Sunrise Terrace
Suite 130
Chico, CA 95928

26d.12. **Farmer Mac**
T. Thompson
tthompson@farmermac.com

26d.13. **Conterra Ag Capital**
Roy Martin
roy.martin@conterraag.com

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- No
- Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Debtor Integrated Ag XI, LLC

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
Integrated Ag Partners LP	8742 E Via De Commercio Scottsdale, AZ 85258	owner of debtor	100

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
- Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders
Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
- Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Integrated AG LP	\$49,000.00	04/02/2020	Q2 Asset Mgr Fee
	8742 E Via De Commercio	\$56,212.50	10/15/2020	Q3 Asset Mgr Fee
	Scottsdale, AZ 85258	\$56,212.50	10/15/2020	Q4 Asset Mgr Fee
		\$56,212.50	01/06/2021	Q1 Asset Mgr Fee
	Relationship to debtor Asset Manager			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
- Yes. Identify below.

Name of the parent corporation _____ Employer Identification number of the parent corporation _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
- Yes. Identify below.

Name of the pension fund _____ Employer Identification number of the parent corporation _____

Debtor Integrated Ag XI, LLC

Case number (if known) _____

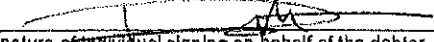
Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 20, 2021


Signature of individual signing on behalf of the debtor

Bryan Hepler
Printed name

Position or relationship to debtor Authorized Representative

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
- Yes

United States Bankruptcy Court
District of Arizona

In re Integrated Ag XI, LLC Debtor(s) Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

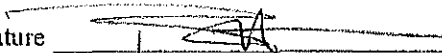
Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(n)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Integrated AG Partners LP 8742 E Via De Commercio Scottsdale, AZ 85258	membership units	1	parent company

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Representative 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 January 20, 2021

Signature 
Bryan Hepler

*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.*

United States Bankruptcy Court
District of Arizona

In re Integrated Ag XI, LLC Debtor(s) Case No. _____
Chapter 11

Check if this is an
Amended/Supplemental Mailing List
(Include only newly added or
changed creditors.)

MAILING LIST DECLARATION

I, the Authorized Representative of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of 2 sheet(s), is complete, correct and consistent with the debtor(s)' Schedules.

Date: January 20, 2021

Bryan Hepler/Authorized Representative
Signer/Title

Date: January 20, 2021

Alan A. Meda
Signature of Attorney
Alan A. Meda 009213
Burch & Cracchiolo, P.A.
1850 N. Central Ave., Suite 1700
Phoenix, AZ 85004
602-274-8797 Fax: 602-850-9797

MML_Requirements_8-2018

MML-3

Software Copyright (c) 1996-2021 Best Case, LLC - www.bestcase.com

Best Case Bankruptcy

United States Bankruptcy Court
District of Arizona

In re Integrated Ag XI, LLC

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 Integrated Ag XI, LLC 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*]

January 20, 2021

Date


Alan A. Meda 009213

Signature of Attorney or Litigant
Counsel for Integrated Ag XI, LLC

Burch & Cracchiolo, P.A.

1850 N. Central Ave., Suite 1700

Phoenix, AZ 85004

602-274-8797 Fax:602-850-9797

ameda@bcattorneys.com

UNITED STATES BANKRUPTCY COURT

DISTRICT OF ARIZONA

In re: Integrated Ag XI, LLC

Chapter 11

Case No.

Debtor(s).

DECLARATION RE: ELECTRONIC FILING

PART I - DECLARATION OF PETITIONER:

I [We] Bryan Hepler and _____, the undersigned debtor(s), corporate officer or partnership member, hereby declare under penalty of perjury that the information I have given my attorney and the information, including social security numbers, provided in the completed petition, lists, statements and schedules is true and correct. I have reviewed and signed each of the foregoing completed documents and my attorney has provided me with a signed copy of each to retain for my records. I consent to my attorney electronically filing the completed petition, lists, statements and schedules with the United States Bankruptcy Court. I understand that this **DECLARATION RE: ELECTRONIC FILING** is to be filed with the Clerk after all schedules and statements have been filed electronically but, in no event, no later than 21 days after the date the petition was filed or, in the event an extension has been granted, no later than 7 days after the schedules and statements are filed. I understand that failure to file the signed original of this **DECLARATION** will cause my case to be dismissed without further notice.


[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 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter specified in the petition..

DATED: January 20, 2021

SIGNED: _____

Debtor

Joint Debtor

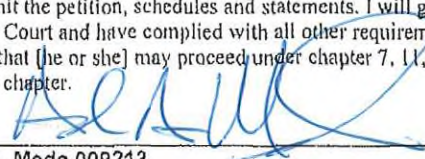
SIGNED:  _____

Bryan Hepler
Authorized Corporate Officer or Partnership Member

PART II - DECLARATION OF ATTORNEY:

I declare as follows: The debtor(s) will have signed this form before I submit the petition, schedules and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court and have complied with all other requirements in the most recent Interim Operating Order. If an individual, 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.

DATED: January 20, 2021


Alan A. Meda 009213
Attorney for Debtor(s)
1850 N. Central Ave., Suite 1700
Phoenix, AZ 85004
602-274-8797 Fax:602-850-9797

(FILE ORIGINAL WITH COURT - DO NOT FILE ELECTRONICALLY)