

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Delaware</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>AGFEED INDUSTRIES INC ET AL</b>		Case Number: <b>13-11761 (BLS)</b>	<div style="text-align: center; font-weight: bold; margin-top: 20px;">COURT USE ONLY</div> <input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>JAMES REGNANTE</b>			
Name and address where notices should be sent: <b>66-92 SELFRIDGE STREET APT 5-H FOREST HILLS, NEW YORK, 11375</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.  <div style="text-align: center; font-weight: bold; font-size: 1.2em;">RECEIVED</div>	
Telephone number: (718) 793-5149    email: <b>NUMBER09876@VERIZON.NET</b>			
Name and address where payment should be sent (if different from above): <b>SAME AS ABOVE</b>		<input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.	
Telephone number: _____    email: _____			
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>97,953.00</u>			
If all or part of the claim is secured, complete item 4.  If all or part of the claim is entitled to priority, complete item 5.			
<input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.			
<b>2. Basis for Claim:</b> <u>DEFRAUDED SECURITY HOLDER-TITLE 11--523(a)(2)(B)</u> (See instruction #2)			
<b>3. Last four digits of any number by which creditor identifies debtor:</b>  <div style="text-align: center; font-weight: bold; font-size: 1.2em;">7   1   6   8</div>	<b>3a. Debtor may have scheduled account as:</b>  _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b>  _____ (See instruction #3b)	
<b>4. Secured Claim</b> (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.  <b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____  <b>Value of Property:</b> \$ _____  <b>Annual Interest Rate</b> _____ % <input type="checkbox"/> Fixed    or <input type="checkbox"/> Variable (when case was filed)		<b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b>  \$ _____  <b>Basis for perfection:</b> _____  <b>Amount of Secured Claim:</b> \$ _____  <b>Amount Unsecured:</b> \$ _____	
<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</b>			
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).	
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).	
<b>Amount entitled to priority:</b>  <div style="text-align: right; font-weight: bold; font-size: 1.2em;">\$ 97,953.00</div>		<div style="text-align: center; font-weight: bold; font-size: 1.2em;">SEE ATTACHED PAPERS</div>	
<div style="text-align: center; font-weight: bold; font-size: 1.5em;">DEFRAUDED SECURITY HOLDER - NONDISCHARGEABLE CLAIM</div>			
<div style="text-align: center; font-weight: bold; font-size: 1.2em;">(TITLE 11 CHAPTER 5 SECTION 523(a)(2)(B))</div>			
<small>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			
<b>6. Credits.</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #			

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**7. Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

**8. Signature:** (See instruction #8)

Check the appropriate box.

- ☒ I am the creditor.    ☐ I am the creditor's authorized agent.    ☐ I am the trustee, or the debtor, or their authorized agent.    ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: JAMES REGNANTE

Title: \_\_\_\_\_

Company: \_\_\_\_\_

Address and telephone number (if different from notice address above):

SAME

(Signature)

(Date)

Telephone number: (718) 793-5149 email: NUMBER09876@VERIZON.NET

*Penalty for presenting fraudulent claim:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

Creditor—JAMES REGNANTE	)	
	)	Chapter 11
SECURITY HOLDER	)	
vs.	)	
	)	
Debtors—AGFEED INDUSTRIES INC.et al AND	)	Bk case nos. 11761-11775
SUBSIDIARIES, AND AFFILIATES	)	(BLS)
IN THE UNITED STATES, CHINA AND/OR	)	
OTHER FOREIGN COUNTRIES	)	

**CLAIM OF JAMES REGNANTE AGAINST DEBTORS---\$97,953.00**

**DEFRAUDED SECURITY HOLDER—PRIORITY AND NONDISCHARGEABLE CLAIM**

**REQUEST COURT INVOKE DODD-FRANK & SARBANES-OXLEY CLAWBACK SECTIONS**

Come now James Regnante, Defrauded Security Holder, and respectfully submit his Claim for Damages In the amount of \$97,953, exhibit, 14-15 pgs 33-34, and any other proper Relief, in support thereof affirms: Debtor made false representations of material facts; Debtor knew of the falsity but made the statements nevertheless for the purpose of inducing this Security Holder to rely on it. Security Holder did rely on these false statements, and suffered damages as a consequence. Security Holder claim is nondischargeable and protected Title 11 Chapter 5 section 523(a)(2)(B):

1. Security Holder request the Court invoke the Dodd-Frank Act, and the Sarbanes Oxley Act and the clawback provisions of these Acts and clawback all money unaccounted for or not properly used or sold during materially concealment of facts for the periods from 2007 thru July 2013. Security Holder also requests the Court make available all documents filed by Debtors to Security Holder including all financial statements, etc, for inspection & copying. **The Court must remember this Security Holder HAS BEEN DEFRAUDED.**

**Partial list of Items to be clawback and the estimated money to be return to Company.**

--Purchased of hogs farms in 2008, wrote off in 2010--	estimated---	\$30,000,000	see page 8
--Account receivables write off-----	estimated---	\$24,000,000	see page 8
--Loans of officers not paid at date of resignation-----	estimated-	\$13, 800,000	see page 13
--Accountants fees-financial statements erroneous	- estimated-	\$ 2,100,000	see page 27
--Accountants fees-financial statements erroneous	-- estimated-	\$ 1,000,000	see page 16
--Attorney fees-no lawsuit initiated-----	estimated---	\$ 5,000,000	see page 14
--Attorney fees-signed SEC reports-all reports wrong	--estimated-	\$ 3,000,000	pages 16, 29-31

total		\$78,900,000	
		=====	

Company issued stock-no accountability--estimated (1)		\$75,000,000	see page 35
		=====	

Company gave stock to brokerage and employees-estimated		\$50,737,855	see page 20
		=====	

Estimated total money to be return to pay Security Holder claim		\$182,137,855	
(1)--(30% of stock used for corporate business)		=====	

**Clawback provision to be invoke—addresses of some of the persons or entities involved:**

Agfeed Industries Inc.USA (formerly Wallace Mountain Resources Corporation, formerly Agfeed Industries Inc (China)):

**Locations: USA location**

Agfeed Industries Inc. USA-employees  
100 Bluegrass Commons Blvd, Suite 310  
Hendersonville, Tennessee, 37073  
Fed ID. 20-2597168, state of incorporation, Nevada

**China location--employees**

Rm A 1001-1002 Tower 16  
Hengmao Int'l Center, 333 S Guangechang Rd.  
Nanchang, Jiangxi Province, China 330003

AGFEED INDUSTRIES, INC USA and its EMPLOYEES.  
IN CHINA & AMERICA, et al,(including JOHN A. STADLER,  
GERARD DAIGNAULT, RAYMOND M. CESCA,  
CLAYTON T. MARSHALL, EDWARD PAZDRO,  
IVAN GOTHNER, FREDRIC W RITTEREISTER.  
LI SONGYAN, JUNHONG XIONG, YAN LIANG FAN  
ZHOU FENG, JIN SELINA, LIANGFAN YAN,  
LIXIANG ZHANG, ZHENGRU XIONG, JIMFENG YUAN)  
YUNLIN ZHENG)  
and all American and China officers and employees who benefit.

MCGLADREY AND PULLEN, LLP name changed to MCGLADREY LLP  
Accountant for Agfeed Industries Inc USA  
1185 Avenue of the Americas  
New York, NY 10036  
212.372.1000

GOLDMAN KURLAN MOHIDIN, LLP  
Accountants for Agfeed Industries Inc. (2007 to April 30, 2010)  
16133 Ventura Blvd. Suite 880  
Encino, CA 91436.  
Phone: 818-784-9000 Fax: 818-784-9010 . Email: [info@gkmlp.com](mailto:info@gkmlp.com)

William W. Uchimoto, Jr., Esquire -(filed SEC report)  
Saul Ewing LLP  
Brian S. North, Jacquelyn A. Hart  
Centre Square West  
1500 Market Street, 38<sup>th</sup> Floor  
Philadelphia, PA 19102-2186  
(215) 972-1888  
(sale of stock with full power of substitution the undersigned's true and lawful attorney-in-fact)

Cranshire Capital, L.P. (placement agent selling Agfeed shares to the public)  
3100 Dundee Road, Suite 703  
Northbrook, IL 60062

Hudson Bay Fund LP (placement agent selling Agfeed shares to the public)  
c/o Hudson Bay Capital Management LP  
120 Broadway, 40th Fl.  
New York, NY 10271

Hudson Bay Overseas Fund LTD (placement agent selling Agfeed shares to the public)  
c/o Hudson Bay Capital Management LP  
120 Broadway, 40th Fl.  
New York, NY 10271

Hudson Bay Fund LP (placement agent selling Agfeed shares to the public)  
c/o Hudson Bay Capital Management LP  
120 Broadway, 40th Fl.  
New York, NY 10271

Hudson Bay Overseas Fund LTD (placement agent selling Agfeed shares to the public)  
c/o Hudson Bay Capital Management LP  
120 Broadway, 40th Fl.  
New York, NY 10271

Iroquois Master Fund Ltd. (placement agent selling Agfeed shares to the public)  
641 Lexington Ave., 26th Floor  
New York, NY 10022

Rodman & Renshaw, LLC (placement agent selling Agfeed shares to the public)  
1251 Avenue of The Americas, 20th Fl.  
New York, NY 10020

Stevens & Lee, attys (company attorneys)  
Sixth St., P.O. Box 679  
Reading, PA 19603.

Selig D. Sacks , attorney-(filed SEC report)  
7 Times Square  
New York, New York 10036-6569

ROBERT GELFAND (sold company to China residents)  
#30B Cedar Tower  
President Park  
Sukhumvit Sol 24  
Klongtoey  
Bangkok, Thailand 10110

Brian S. North, Esq. Attorney -(filed SEC report)  
Buchanan Ingersoll & Rooney PC  
Two Liberty Place, Suite 3200  
50 South 16th Street  
Philadelphia, PA 19102  
(215) 665-8700

2. Security Holder request the Court to delay proceedings until the Securities and Exchange Commission completes their investigation. The SEC may freeze all assets of the Company. Security Holder request the Court to bring all assets into these proceedings including and not limited to the China assets and all other foreign assets wherever they may be located to satisfied the claims of the Lenders, Creditors and Security Holders. **Security Holder request the Court sell off or liquidated the entire Company to pay his claim.**

Security Holder request that the Company, Agfeed Industries Inc., to list the followings:

--100% ownership of subsidiaries, Their names, ID numbers, assets, liabilities and revenue.

--51% to 99% ownership of affiliates, partnerships, foreign entities, their assets, liabilities and revenue.

--1% to 50% ownerships of all entities they do business with; their assets, liabilities and revenue

--All foreign ownership in China, and everywhere owned by Agfeed Industries and any family relationships.

--List all Agfeed Industries Inc companies showing a flow chart of 100% ownerships and less than 100% ownerships.

--To explain to the Court why these companies were not on file in their SEC reports.

### **THE PARTIES**

3. Defrauded Security Holder, James Regnante, is a resident of New York City in the State of New York, residing at 66-92 Selfridge Street, Forest Hills, New York, 11375. Telephone 1-718-793-5149. Security Holder is an investor in the Company and has an investment loss of \$97,953 due to the Debtors concealment of material facts and misrepresentations. Debtor issued false financial statements from January 1, 2007 thru June 30, 2011. Debtor did not issued any financial statements from June 30, 2011 thru June 30 2013. The false financial statements issued were in writing, they were materially false with the intent to deceive and they were relied upon by Security Holder. Security Holder claim is nondischargeable under Bankruptcy code Title 11 Chapter 5 section 523(a)(2)(B)..

4. Debtors resides at the followings locations:

Agfeed Industries Inc.USA (formerly Wallace Mountain Resources Corporation, formerly Agfeed Industries Inc (China)).

Locations: **USA location as of May 16, 2013**

Agfeed Industries Inc. USA  
(Address of principal executive offices,)  
100 Bluegrass Commons Blvd, Suite 310  
Hendersonville, Tennessee, 37073  
Fed ID. 20-2597168, state of incorporation, Nevada

Business Address 744 HORIZON COURT, SUITE 350  
GRAND JUNCTION, CO 81506 970-245-9410

Mailing Address 744 HORIZON COURT, SUITE 350  
GRAND JUNCTION, CO 81506

#### **China location**

Rm A 1001-1002 Tower 16  
Hengmao Int'l Center, 333 S Guangechang Rd.  
Nanchang, Jiangxi Province, China 330003

And all other foreign locations not listed

## FACTUAL ALLEGATIONS

5. On March 30, 2005, the Company (now known as Agfeed Industries Inc. USA, formerly known as Agfeed Industries Inc.(2006), formerly known as Wallace Mountain Resources Corp. (2005)) applied for incorporation in the State of Nevada as Wallace Mountain Resources Corp. ID 20-2597168, Nasdaq ticket symbol "FEED", exhibit-1 page 20A.

6. The name and post office address of the director constituting the first Board of Director is as follows: There were no other officers of this company listed at the time of incorporation.

NAME	POST OFFICE ADDRESS
-----	-----
ROBERT GELFAND	#29B Ebony Tower, President Park 99 Sukhumvit 24 Road Bangkok 10110 Thailand

The attorney who acted as advisor:

James B. Parsons

Parsons Law Firm

2070 Skyline Tower, 10900 NE 4th Street

Bellevue, WA 98004

(Name and Address of Agent for Service) (425)451-8036 (425)451-8568

(Telephone Number) (Fax Number)

7. At the time of initial incorporation Mr.Gelfand gave no reason for incorporation, however he amended his incorporation papers to read: (extract-SEC filing dated August 25, 2005 pg 3)

### registration statement

“The company does not consider itself to be a blank check company as defined in Rule 419 of Regulation C of the Securities Act of 1933. The company has a specific business plan and is seeking the funds to execute its business plan.

Rule 419 of Regulation C promulgated under the Securities Act of 1933 applies to companies having no specific business plans other than to engage in a merger or acquisition with an unidentified company or companies, or other entity. **We do not anticipate or intend to be used as a vehicle for a reverse merger or merge with or acquire another company in the foreseeable future.** Exhibit 3, page 22.

8. The Company filed 10-QSB with the Securities and Exchange Commission (collectively known in this Complaint as the SEC) for March 31, 2007. An extract from the SEC filing reads: exhibits 2-3, pages 21-22.



**"The exchanges of shares with Nanchang Best and Shanghai Best were accounted for as reverse acquisition under the purchase method of accounting since the stockholders of Nanchang Best and Shanghai Best obtained control of the Company. On November 17, 2006, Wallace Mountain Resources Corp. changed its name to AgFeed Industries, Inc."**

9. Mr. Gelfand sold the company to the below listed China persons and resigned from the company. On November 14, 2006, the Articles of Merger (pursuant to Nevada NRS 92A.200) as filed with the State of Nevada was signed by the same person; however the law required that each officer of the companies sign the Article pursuant to NRS 92A.200. Mr. Gelfand in the March 2007 SEC filings stated he did not received any compensation for the sale of his company to the China people.

10. The newly appointed officers were:

Li Songyan	Director, Chairman of the Board
Xiong Junhong	Chief Executive Officer
Yan Liang Fan	Chief Financial Officer
Zhou Feng	Corporate Secretary

These officers are all China residents. There are no American citizens that owns any stock in this company as of October 31, 2006.

11. From January 1, 2007 to June 30, 2011, the Debtors filed quarterly financial and general business reports with the SEC. The financial statements in these reports reflected the Company was operating profitable and their assets, including cash and account receivables was strong in comparison with their liabilities. The Company also initiated press releases stating sales was exceptional, exhibit 4 page 23. The Company filed required reports with the State of Nevada. Between the periods March 12, 2010 and May 4, 2011, Security Holder purchased the common stock of Agfeed Industries Inc. Security Holder relied upon the SEC quarterly reports, Company statements and press releases for investment decisions, etc. The SEC filings were proven materially false and misrepresentation of facts and concealment of the true nature of the Company. Stockholder was deliberately deceived. Company statements and press releases were proven false.

12. The Company from January 1, 2007 thru June 30, 2011, filed over 18 financial quarterly

reports with the SEC. All of these financial reports were proven to be materially misrepresentations of the true financial condition of the Company. Assets and profits were inflated to reflect a viable enterprise. There were numerous other reports filed reflecting financial information about the Company. These numbers were proven to be materially misrepresentation of facts. In 2008, the Company purchased hog farms in China for approximately \$30,000,000. Two years later in 2010, the Company wrote off these purchases. In 2010, the Company showed account receivables of \$28,000,000. In August 2011 the Company wrote off \$24,000,000. The Officers took out loans of approximately \$13,800,000. The officers left the Company in February 2011. The loans had not been paid back. From 2007 thru 2009, the Company issued stock to the American public in the amount of \$75,000,000. This money is unaccounted for. The amounts mentioned above are estimated due to the intentional lack of information from the Company to its shareholders. The Company violated just about all securities laws and the State of Nevada incorporation laws, exhibit 5-6 pages 24-25.

13. From January 1, 2007 to June 30, 2011, Debtors were selling their securities thru various arrangements after the financial results of the Company were released to the public. Debtors filed SEC reports from March 2007 thru June 2010 "Notice of Sale of Securities [Regulation D and Section 4(6) of the Securities Act of 1933]," Debtors was required to filed SEC form 4, sale, disposition and transfer of stock for these periods. Debtors transferred some of their shares to various members of their family and associates as stated below.

. Transfer of shares as gift to brother. Transferee executed an Irrevocable Power of Attorney granting the reporting person sole voting and dispositive power with respect to the shares until December 2, 2011. The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

William Uchimoto, Attorney in fact for Junhong Xiong, under Power of Attorney filed herewith

14. Debtors filed SB-2 reports with the SEC. The periods of these and other reports and letters filed with the SEC range from October 2006 thru May 1, 2013.

15. Debtors filed sales of stocks reports with the SEC from the June 28, 2007 thru June 2009. Debtors upon selling the Company stock to the public issued materially misleading information about the financial condition of the Company.

16. On September 13, 2010, the Company acquired a hog producer and related activities named M2P2 located in the United States.

17. On August 2, 2011, the Company reported for the June 30, 2011 quarter huge losses. On September 29, 2011 the Company disclosed the Board of Directors established an audit committee to investigate its China operations, exhibits 6 page 25. The results of the complete investigations have been kept secret to this day. No shareholder was informed of the results of the investigation even after repeated requests. The law firm of Latham & Watkins was hired to investigate in 2011.

18. The Company and the Debtors refused to disclose the results to its shareholders. After September 29, 2011, no financial statements had been issued to this date to the Company shareholders. The Company issued a statement on the results of the investigation committee and stated the financial information from 2007 thru June 30, 2011 cannot be relied upon.

19. On February 1, 2012, the Company notified NASDAQ that it would delist from the exchange. On February 10, 2012, the Company delisted. In 2013, the Company stated they were under investigation by the SEC. Plaintiff does not know if the results of the SEC investigation will result in criminal or civil penalties or no charges against the Debtors. Security Holder alleges other Government agencies at the Federal and State levels may also be involved in investigating Agfeed activities in this Country, exhibit-9, page 28.

20. On April 24, 2013, the Company and the Debtors filed a statement with the SEC disclosing that they are liquidating the company or in the alternative, they may file bankruptcy by December 31, 2013. The Company also stated that their main creditor, Farm Credit Services of America, PCA required sale of company to obtain their repayment of loans. On Monday, July 15,

2013, the Company filed bankruptcy in the Delaware Court.

**MISREPRESENTATION OF MATERIAL FACTS, CONCEALMENT OF A  
MATERIAL FACTS, AND DECEIT**

21. Security Holder respectfully re-alleges each and every preceding Rhetorical Paragraph hereby reference as if the same were set out in full.

22. The Debtors issued misleading financial information for the periods January 1, 2007 thru March 31, 2011. Security Holder alleges Debtors misrepresentation of material facts and concealed the true financial condition of the Company.

23. Security Holder alleges Debtors distorted financial numbers, issued glowing profit releases and these items drove the Company stock price up. This sequence of events repeated itself over and over again from 2007 thru June 2011. The common stock as of May 1, 2013, is worth .08 cents and not liquid. In May 2008, the stock was valued at approximately \$20. per share. .

24. It is allege Debtors received in some form or another financial compensation thru the sale of stock, fees, employment, employment benefits, and promotion or additional financial advantages at the expense of this stockholder.

25. It is allege Debtors at all times had access to the Company financial statements, cash flow reports and insider information not available to the Security Holder.

26. **Mr. Gelfand:** The Security Holder alleges the followings: Mr. Robert Gelfand started this series of events with his incorporation papers filed with the State of Nevada. Have Mr. Gelfand not sold the Company to China residents these events would not have occurred.

27. Mr. Gelfand as of March 2005 resided at #29B Ebony Tower, President Park 99 Sukhumvit 24 Road Bangkok 10110 Thailand. This was listed as the main headquarters for the Company, Mountain Water Resources Corp. The Company had limited assets and listed itself as a start-up company.

28. Mr. Gelfand initially gave no reason for the incorporation and his address was Thailand.

Mr. Gelfand was the sole shareholder and owner of the Company. There were no other permanent officers of the company.

29. In October 2006, China residents bought out the Company. Mr. Gelfand stated to the SEC on August 25, 2005 the following:

**The company does not consider itself to be a blank check company as defined in Rule 419 of Regulation C of the Securities Act of 1933**

**We do not anticipate or intend to be used as a vehicle for a reverse merger or merge with or acquire another company in the foreseeable future.**

The Company filed 10 QSB with the SEC for March 31, 2007. An extract from the SEC filing:

**"The exchanges of shares with Nanchang Best and Shanghai Best were accounted for as reverse acquisition under the purchase method of accounting since the stockholders of Nanchang Best and Shanghai Best obtained control of the Company.**

30. Mr. Gelfand sold the company to the China people and resigns from the company.

Mr. Gelfand never reveal his compensation for this sale nor is it known if Mr. Gelfand reported the income on his federal income tax returns, if filed. Mr. Gelfand did not states to the SEC and the State of Nevada how he arranged the sale of the entire company to residents in China.

31. The newly appointed officers are citizens and residents of China. The new officers of the Company was:

Li Songyan  
Xiong Junhong  
Yan Liang Fan  
Zhou Feng

Director, Chairman of the Board  
Chief Executive Officer  
Chief Financial Officer  
Corporate Secretary

32. The Company headquarters move from Thailand to China. The China address: Wallace Mountain Resources Corp. and its principal executive office: 1095 Qing Lan Avenue, Economic and Technical Development Area, Nan Chang City, Jiangxi Province, China 330013. On November 17, 2006, the Company changed its name to Agfeed Industries Inc.

33. Security Holder alleges the Company entered the American stock market without the formal SEC initial public offering procedures.

34. Other location for Agfeed Industries Inc. includes:

Rm. A1001-1002, Tower 16  
Hengmao Int'l Center  
333 S. Guangchang Rd.  
Nanchang, Jiangxi Province, PRC 330003

35. The Company filed quarterly financial reports with the SEC from 2007 thru 2011. These reports and the information contain within, especially the financial statements were proven to be untrue. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to this individual and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim

**36. Debtors employees: Li Songyan, Xiong Junhong, Yan Liang Fan, and Zhou Feng are the originals officers of Agfeed Industries Inc. SELINA JIN, and Lixiang Zhang, Ph.D became officers during the periods from 2007 thru 2011 and AGFEED INDUSTRIES, INC and it's EMPLOYEES IN CHINA and Zhengru Xiong, Jinfeng Yuan, and Yunlin Zheng.**

37. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to these individuals and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim.

38. Debtors misrepresentations of a various number of reports to the SEC and false press releases was in fact deceit. This was a material misrepresentation and deceptive concealment of the true facts of the Company. Debtors had complete control of the financial statements originating out of China from 2006 thru 2010.

--All foreign ownership in China, and everywhere owned by Agfeed Industries and any family relationships.

--List all Agfeed Industries Inc companies showing a flow chart of 100% ownerships and less than 100% ownerships.

--To explain to the Court why these companies were not on file in their SEC reports.

### **THE PARTIES**

3. Defrauded Security Holder, James Regnante, is a resident of New York City in the State of New York, residing at 66-92 Selfridge Street, Forest Hills, New York, 11375. Telephone 1-718-793-5149.

Security Holder is an investor in the Company and has an investment loss of \$97,953 due to the Debtors concealment of material facts and misrepresentations. Debtor issued false financial statements from January 1, 2007 thru June 30, 2011. Debtor did not issued any financial statements from June 30, 2011 thru June 30 2013. The false financial statements issued were in writing, they were materially false with the intent to deceive and they were relied upon by Security Holder. Security Holder claim is nondischargeable under Bankruptcy code Title 11 Chapter 5 section 523(a)(2)(B)..

4. Debtors resides at the followings locations:

Agfeed Industries Inc.USA (formerly Wallace Mountain Resources Corporation, formerly Agfeed Industries Inc (China)).

Locations: **USA location as of May 16, 2013**

Agfeed Industries Inc. USA  
(Address of principal executive offices,)  
100 Bluegrass Commons Blvd, Suite 310  
Hendersonville, Tennessee, 37073  
Fed ID. 20-2597168, state of incorporation, Nevada

Business Address 744 HORIZON COURT, SUITE 350  
GRAND JUNCTION, CO 81506 970-245-9410

Mailing Address 744 HORIZON COURT, SUITE 350  
GRAND JUNCTION, CO 81506

#### **China location**

Rm A 1001-1002 Tower 16  
Hengmao Int'l Center, 333 S Guangechang Rd.  
Nanchang, Jiangxi Province, China 330003

And all other foreign locations not listed

39. Debtors conducted business thru proxies: attorneys, accountants, and brokerage people, etc.

40. From October 2006 thru June 2011, Debtors filed financial reports with the SEC. The financial amounts concerning assets and profits were materially inflated and misrepresented the Company true financial condition.

41. On June 28, 2007 and May 21, 2009, Debtors filed Forms SB-2, and S-3, Registration Statement under the Securities Act of 1933 with the SEC. The Registration filing was for the Sale of the Company Stock owned by Debtors.

42. The Debtors from 2007 thru 2010 filed SEC reports to initiate sale of their stocks.

43. The Debtors on February 14, 2011, filed with the SEC Form 8-K. stating:

On February 14, 2011, Dr. Songyan Li resigned as Chairman of the Board of Directors and as a director of AgFeed Industries, Inc. (the "Company"). Also on February 14, 2011, Junhong Xiong resigned as President and Chief Executive Officer and as a director of the Company. Neither resignation was the result of any disagreement with the Company on any matter relating to its operations, policies or practices. Dr. Li beneficially owns 1,826,328 shares of the Company's common stock. Of such shares, 1,080,000 shares have been pledged as security for a personal loan. Mr. Xiong beneficially owns 4,086,074 shares of the Company's common stock. Of such shares, 1,680,000 shares have been pledged as security for a personal loan.

Shares pledged for loans and not paid back to Company-total 2,760,000 X \$5.00 shares price (estimated) equal=\$13,800,000—to be clawback per Dodd-Frank and Sarbanes-Oxley Acts.

**The deceit was now completed. Security Holder was left holding junk and had worthless stocks. The Company filed for bankruptcy on July 15, 2013.**

44. On September 29, 2011, the Company elected to have a special committee looks in to its China operations. In 2012 and 2013, the Company stated the financial statements of the Company from 2007 up to 2011 couldn't be relied upon. Debtors had falsified the financial condition of the Company from 2007 thru 2011.

45. On April 24, 2013, Debtors notified and filed a report to the SEC that they were liquidating the Company China operations and the American operations. They also stated they might file for Bankruptcy. The Company filed for bankruptcy on July 15, 2013.



46. **Debtor Officer: Ivan Gothner:** Mr. Gothner joined the Company board of directors in December 2009. Mr. Gothner became in charge of the Company in 2011. From January 1, 2007 thru June 30, 2011, the Company issued materially false financial statements. The Debtors filed these false financial statements with the SEC. Mr. Gothner was under a legal obligation to report the matter to government authorities at the federal and state levels. He was also under a legal obligation to report the matter to its shareholders under Nevada corporate law, the Securities and Exchange Act of 1933, and 1934, plus numerous securities state laws that prohibit such misrepresentations. Mr. Gothner did not inform the proper authorities and its shareholders of the full nature of the misleading financial statements..

47. Mr. Gothner spends millions of shareholders dollars on investigations. He gave attorneys and accountants huge fees. To the knowledge of this stockholder, He did not sued any individual or recover any money or property. Mr. Gothner did not claw back any stock or compensation from any officers or employees that made money during this period from the sale of stock. He did not fully inform the stockholder of the investigations and the true financial condition of the Company.. The Company filed SEC reports and requested confidential treatment. Mr. Gothner refused to divulge the true nature of the financial condition of the Company to its shareholders. Security Holder did not receive any annual report after June 2011. After the resignation of the officers in February 2011, Mr. Gothner did not inform the shareholders on the collection of these loans? Were they paid back to the Company?.

48. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to this individual and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim.

**49. Debtor Officers: JOHN A. STADLER, GERARD DAIGNAULT, RAYMOND M. CESCA, CLAYTON T. MARSHALL, EDWARD PÁZDRO:**

Debtors are all officers or high-ranking officials of the American operations for Agfeed Industries Inc. USA. Debtors have access to the company financial statements and its financial cash flow positions. Debtors convened an audit committee to investigate and they discovered the China operations were not what was stated on the SEC filings. Debtors did not inform law enforcement federal or state officials. Debtors did not report the true financial condition of the Company. This all took place from 2008 thru 2013.

50. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to these individuals and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim.

**51. Debtors Accountants : MCGLADREY & PULLEN, LLP, and GOLDMAN KURLAN MOHIDIN, LLP:**

Debtors Accountants are Certified Public Accountants licensed in the United States and they are governs by States and Federal Laws and Ethical rules when they audit this Company financial statements. The Company audit should have produced a withdrawal from the Agfeed books and records and opinion stating the Company China operations and transactions are dubious at best and maybe fraudulent.

52. Whether their opinion were qualified or unqualified the Accountants have a legal obligation to informed the government authorities and withdraw from the client. By not stating the exact nature of the Company China business affairs, and its financial condition, Security Holder could not know the true financial condition of the Company from 2007 thru June 2011.

From SEC filing dated May 21, 2009. From S-3

The firm of Goldman Parks Kurland Mohidin LLP has been selected by the audit committee of our board as the independent registered certified public accounting firm to audit the books and accounts of our company and its subsidiaries for the fiscal year ending December 31, 2009. This firm has served as independent public accountants for our company since 2006. A representative of Goldman Parks Kurland Mohidin LLP is not expected to be present at the annual meeting.

The following table sets forth fees billed to us by Goldman Parks Kurland Mohidin LLP for professional services rendered for 2009 and 2008:

	2009	2008
Audit Fees	\$ 285,000	\$ 304,000
Audit-Related Fees	\$ 10,000	10,000
Tax Fees	0	0
All Other Fees	<u>0</u>	<u>0</u>
Total	<u>\$ 295,000</u>	<u>\$ 314,000</u>

53. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to these individuals and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim. For the auditing fees of McGladrey & Pullen, LLP see exhibits 7 to 8, pages 26-27.

**54. Debtors Attorneys: William W. Uchimoto, Brian S. North, Jacquelyn A. Hart, attorneys at law, Stevens & Lee, attys and Selig D.Sacks atty, Brian S. North, Esq, atty.**

The Attorneys knew or should have known the Company was not operating within SEC rules.

The Attorneys acted as proxies for Debtors. They filed SEC reports, signed official government documents, communicated with government officials. The followings SEC reports were filed with their names on these misleading documents. (SEC filings, June 28, 2007, August 17, 2007, March 13, 2008, December 5, 2008 power of attorney) Selig Sacks (SEC filing December 28, 2007) Stevens & Lee, Company attorneys. Brian S. North, Esq (SEC filing, May 21, 2009 Form S-3). The financial information filed with the SEC within these reports were materially

misrepresentation and a failure to disclose the true financial condition of the Company. In 2011, the Company stated, "the financial information and other information in the SEC filing were not to be relied upon for the years 2007 to 2011, exhibits 10 to 13, pages 29 to 32. Government officials should have been notified and the SEC reports they lend their names to should never have been filed.

55. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to these individuals and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim.

### **UNJUST ENRICHMENT**

56. Security Holder respectfully re-alleges each and every preceding Rhetorical Paragraph herein by reference as if the same were set out in full.

57. Debtors at all time knew or should have known the Company (Agfeed Industries Inc. USA ) financial statements from 2007 thru 2011 were misleading.

58. The Debtors at all times had access to the Company financial statements, cash flow reports and insider information not available to the Security Holder. Debtors issued glowing profit release, and the Company stock would go up. This sequence of events repeated itself over and over again from 2007 thru June 2011. The common stock as of May 1, 2013, is worth .08 cents. In May 2008, the stock was valued at approximately \$20. per share.

59. On June 28, 2007 and May 21, 2009, Debtors filed Forms SB-2, and S-3, Registration Statement under the Securities Act of 1933 with the SEC. The Registration filing was for the Sale of the Company Stock owned by Debtors. Debtors filed the reports thru proxies. The financial

information in these SEC reports was materially false and material misrepresentation of facts.

60. Debtors brokerage: Cranshire Capital, L.P, Hudson Bay Fund LP, Hudson Bay Overseas Fund LTD , Hudson Bay Fund LP, Hudson Bay Overseas Fund LTD, Iroquois Master Fund Ltd,. Rodman & Renshaw, LLC sold Agfeed common stock to the public during the years the financial statements were misrepresentation of the true condition of the Company.

These shares should never have been sold to the public. The common stock of Agfeed shares circulated to Security Holder. Had these agents not sold Agfeed stocks to the public, Security Holder would not have lost any money. The Brokerage agents fail in their due diligence obligations.

61. Security Holder request the Dodd-Frank Act and the Sarbanes-Oxley Act clawback provisions be applied to these individuals and all other employees in China, USA or in any other location who received in some form or another financial compensation thru the sale of stocks, fees, loans, excess compensation, employment benefits and/or promotion or additional financial advantages at the expense of this Security Holder. Security Holder request this money be return to the Company to pay Security Holder claim.

62. Below are a list of Debtors employees and associates selling their stock. Information takes from SEC filings. June 28,2007.

	<u>stock owned</u>	<u>stock sold</u>	<u>stock left</u>	
Strong Growth Capital Ltd.	1,080,000 <sup>(1)</sup>	1,080,000 <sup>(1)</sup>	-	-
Finchley Intl. Investments Ltd.	1,110,000 <sup>(2)</sup>	540,000 <sup>(2)</sup>	570,000	2.11 %
Bi Jun Cheng	10,800 <sup>(3)</sup>	10,800 <sup>(3)</sup>	-	-
Chao Liang Feng	23,696 <sup>(4)</sup>	23,696 <sup>(4)</sup>	-	-
Chen Li Fang & Zhou Pei Ping	13,660 <sup>(5)</sup>	13,660 <sup>(5)</sup>	-	-
Chen Li Ren & Yang Jing	18,001 <sup>(6)</sup>	18,001 <sup>(6)</sup>	-	-
Chen Mei Rong	10,811 <sup>(7)</sup>	10,811 <sup>(7)</sup>	-	-
Du Yan & Cao Xue Lei	75,600 <sup>(8)</sup>	75,600 <sup>(8)</sup>	-	-
Fan Min	11,232 <sup>(9)</sup>	11,232 <sup>(9)</sup>	-	-
He Yue Ping	10,800 <sup>(10)</sup>	10,800 <sup>(10)</sup>	-	-
Hui Qi Wu	10,800 <sup>(11)</sup>	10,800 <sup>(11)</sup>	-	-
Jia Hua Wang	37,757 <sup>(12)</sup>	37,757 <sup>(12)</sup>	-	-
Jin Cheng Yue	10,800 <sup>(13)</sup>	10,800 <sup>(13)</sup>	-	-
	34			
<hr/>				
Ju Zhi Fang	8,640 <sup>(14)</sup>	8,640 <sup>(14)</sup>	-	-
Jun Wei Wang	32,558 <sup>(15)</sup>	32,558 <sup>(15)</sup>	-	-

Li Jun Zheng	50,884 <sup>(16)</sup>	50,884 <sup>(16)</sup>	-	-
Lin Yan	11,880 <sup>(17)</sup>	11,880 <sup>(17)</sup>	-	-
Lu Ai Zhen	8,640 <sup>(18)</sup>	8,640 <sup>(18)</sup>	-	-
Wang Ling Ming	24,472 <sup>(19)</sup>	24,472 <sup>(19)</sup>	-	-
Wang Mei Lan	42,872 <sup>(20)</sup>	42,872 <sup>(20)</sup>	-	-
Wu Qin Chuan	19,116 <sup>(21)</sup>	19,116 <sup>(21)</sup>	-	-
Xiang Wen Yuan	10,003 <sup>(22)</sup>	10,003 <sup>(22)</sup>	-	-
Xin Guo Qiang	162,329 <sup>(23)</sup>	162,329 <sup>(23)</sup>	-	-
Xin Ya Zhang	8,640 <sup>(24)</sup>	8,640 <sup>(24)</sup>	-	-
Xu Lin	8,640 <sup>(25)</sup>	8,640 <sup>(25)</sup>	-	-
Yang Wei Ming	10,800 <sup>(26)</sup>	10,800 <sup>(26)</sup>	-	-
Yu Hong Lin	10,628 <sup>(27)</sup>	10,628 <sup>(27)</sup>	-	-
Zang Ping Li	8,640 <sup>(28)</sup>	8,640 <sup>(28)</sup>	-	-
Zhe Jing	11,240 <sup>(29)</sup>	11,240 <sup>(29)</sup>	-	-
Zi Chen Wang	19,440 <sup>(30)</sup>	19,440 <sup>(30)</sup>	-	-
Anthony G. Polak	34,560 <sup>(31)</sup>	34,560 <sup>(31)</sup>	-	-
Funcorp Associates, Ltd.	8,640 <sup>(32)</sup>	8,640 <sup>(32)</sup>	-	-
Geri Investments NV	17,280 <sup>(33)</sup>	17,280 <sup>(33)</sup>	-	-
La Legetax Private Foundation	17,280 <sup>(34)</sup>	17,280 <sup>(34)</sup>	-	-
Ronald M. Lazar	8,640 <sup>(35)</sup>	8,640 <sup>(35)</sup>	-	-
Domaco Venture	17,280 <sup>(36)</sup>	17,280 <sup>(36)</sup>	-	-
RL Capital Partners L.P.	51,840 <sup>(37)</sup>	51,840 <sup>(37)</sup>	-	-
Apollo Asia Opportunity Master Fund, L.P.		<sup>(38)</sup>	-	-
	937,500 <sup>(38)</sup>	937,500	-	-
Four Tong Investments Ltd.	180,000 <sup>(39)</sup>	180,000 <sup>(39)</sup>	-	-
Legend Securities, Inc.	50,621 <sup>(40)</sup>	50,621 <sup>(40)</sup>	-	-
Maxim	11,520 <sup>(41)</sup>	11,520 <sup>(41)</sup>	-	-
Total	4,208,540 <sup>(42)</sup>	3,638,540 <sup>(42)</sup>	570,000	2.11 %

May 21, 2009.


<u>Name and Address of Selling Stockholder</u>	<u>Total Shares Owned and Issuable Upon Exercise of Warrants Before the Offering</u>	<u>Number of Shares to be Sold in the Offering</u>	<u>Number of Shares Owned After the Offering*</u>	<u>Percent of Shares of Common Stock Owned After the Offering</u>
Cranshire Capital, L.P. 3100 Dundee Road, Suite 703 Northbrook, IL 60062	2,114,822 <sup>(12)</sup>	1,164,822 <sup>(11)</sup>	950,000 <sup>(12)</sup>	2.26 %
Hudson Bay Fund LP c/o Hudson Bay Capital Management LP 120 Broadway, 40th Fl. New York, NY 10271	732,837 <sup>(13,41)</sup>	419,337 <sup>(13)</sup>	313,500 <sup>(41)</sup>	** %

Hudson Bay Overseas Fund LTD c/o Hudson Bay Capital Management LP 120 Broadway, 40th Fl. New York, NY 10271	1,381,986 <sup>(5,6)</sup>	745,486 <sup>(5)</sup>	636,500 <sup>(6)</sup>	1.51 %
Iroquois Master Fund Ltd. 641 Lexington Ave., 26th Floor New York, NY 10022	1,164,822 <sup>(7)</sup>	1,164,822 <sup>(7)</sup>	0	0 %
Rodman & Renshaw, LLC 1251 Avenue of The Americas, 20th Fl. New York, NY 10020	544,613 <sup>(8,9)</sup>	244,613 <sup>(8)</sup>	300,000 <sup>(9)</sup>	** %
<b>Total shares</b>	<b>10,147,571</b>	<b>X 5.00, per share =\$50,737,855 (estimated)</b>		

Security Holder request from the Court to clawback all gains from the sale of the Company common Stocks and return the gains to the Company from the above listed persons beside others.

In addition, It is also requested from the Court to clawback all gains of the Company common stocks by the officers and key personnel of the Company. Security Holder request officers compensation above \$200,000, be return to the Company. All fees paid to Accountants and Lawyers are to be returned to the Company. it is also requested from the Court to clawback Robert Gelfand monies received from the sales of this Company and any compensation received in any form from this Company in whatsoever manner. Security Holder request the Court to invoke the Dodd-Frank Act and the Sarbanes-Oxley Act Clawback provisions.

Respectfully submitted,

  
James Regnante, Security Holder  
66/92 Selfridge Street Apt 5-H  
Forest Hills, New York, 11375  
Tel 718 -793-5149

As filed with the Securities and Exchange Commission on August 25, 2005  
Registration No. 333-126674

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM SB-2/A  
Amendment No. 1

Registration Statement  
Under the Securities Act of 1934

Wallace Mountain Resources Corp.  
(Name of Small Business Issuer in Its Charter)

① ROBERT GELFAND

<TABLE>

<CAPTION>

<S>	<C>	<C>
NEVADA	1000	20-2597168
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

</TABLE>

#29B Ebony Tower, President Park  
99 Sukhumvit 24 Road  
Bangkok 10110 Thailand + (662)262-9347 (214)594-6128  
(Address of principal Executive Offices) (Telephone Number) (Fax Number)

James B. Parsons  
Parsons Law Firm  
2070 Skyline Tower, 10900 NE 4th Street  
Bellevue, WA 98004 (425)451-8036 (425)451-8568  
(Name and Address of Agent for Service) (Telephone Number) (Fax Number)

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

20A

EXHIBIT-1



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

000-28195

(Commission file number)

AGFEED INDUSTRIES, INC.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction  
of incorporation or organization)

20-2597168

(IRS Employer  
Identification No.)

1095 Qing Lan Avenue  
Economic and Technical Development Zone  
Nan Chang City, Jiangxi Province  
China, 330013

(Address of principal executive offices)

86-0791-2189878

(Issuer's telephone number)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 11, 2007 - 26,276,756 shares of common stock

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

### Organization and Line of Business

AgFeed Industries, Inc., formerly known as Wallace Mountain Resources Corp., (hereinafter referred to as the "Company" or "AgFeed"), was incorporated in the State of Nevada on March 30, 2005.

On October 31, 2006, the Company entered into and closed a share purchase agreement with Nanchang Best Animal Husbandry Co., Ltd., a corporation formed under the laws of the People's Republic of China ("Nanchang Best"), and each of Nanchang Best's shareholders (the "Nanchang Purchase Agreement"). Pursuant to the Nanchang Purchase Agreement, the Company acquired all of the issued and outstanding capital stock of Nanchang Best from the Nanchang Best shareholders in exchange for 16,128,000 shares of common stock.

Contemporaneously, on October 31, 2006, the Company entered into and closed a share purchase agreement with Shanghai Best Animal Husbandry Co., Ltd., a corporation formed under the laws of the People's Republic of China ("Shanghai Best"), and each of Shanghai Best's shareholders (the "Shanghai Purchase Agreement"). Pursuant to the Shanghai Purchase Agreement, the Company acquired all of the issued and outstanding capital stock of Shanghai Best from the Shanghai Best shareholders in exchange for 3,072,000 shares of common stock.

The exchanges of shares with Nanchang Best and Shanghai Best were accounted for as reverse acquisition under the purchase method of accounting since the stockholders of Nanchang Best and Shanghai Best obtained control of the Company. On November 17, 2006, Wallace Mountain Resources Corp. changed its name to AgFeed Industries, Inc. Accordingly, the merger of Nanchang Best and Shanghai Best into the Company were recorded as a recapitalization of Nanchang Best and Shanghai Best, with Nanchang Best and Shanghai Best being treated as the continuing entities. Nanchang Best and Shanghai Best had common shareholders and common management. The historical financial statements presented are the combined financial statements of both Nanchang Best and Shanghai Best. The share exchange agreements have been treated as a recapitalization and not as a business combination; therefore, no pro forma information is disclosed. At the date of this transaction, the net assets of the legal acquirer were \$59,762.

# 7  
# 8

EX-99.1 2 v085255\_ex99-1.htm

**AgFeed Industries Reports 2<sup>nd</sup> Quarter Financial Results - Net Income Up 510%, Revenues Up 229%, Net Income Margin Exceeds 21%, \$0.06 Per Fully Diluted Share**

NEW YORK, August 15, 2007 (PRIME NEWSWIRE) -- AgFeed Industries, Inc. (OTC BB: AGFI.OB - News) (website: <http://www.agfeedinc.com>), a leader in China's premix animal nutrition industry, announced today financial results for the second quarter ended June 30, 2007 and the first half of fiscal 2007.

The following are some of the key performance highlights as filed with the SEC:

For the three months ended June 30, 2007, AgFeed's net income increased 510% to approximately \$1.46 million or \$0.06 per fully diluted share compared to the same period during 2006. Net revenue increased to approximately \$6.89 million, up approximately 229%, and gross profit increased approximately \$2 million or 151% compared to the same period in 2006.

During the six month period ended June 30, 2007, AgFeed's net income increased to approximately \$2.24 million or \$0.09 per fully diluted share compared to the same period in 2006. The Company's revenues increased to approximately \$11.8 million, up 183% and gross profit increased to approximately \$3.5 million or a 123% increase, compared to the same period in 2006.

**OPERATIONAL HIGHLIGHTS:**

Agfeed successfully completed \$9.83 million in two rounds of equity financing during the first half of 2007 with institutional and accredited investors led by an affiliate of global strategic investment firm - Apollo Management. The Guangxi Huijie subsidiary, acquired in December of 2006, contributed approximately 27% of the Company's revenues and approximately 26% of the total volume of products sold during the period. The Airubao Series of products that the Company introduced earlier this year was very successful, contributing approximately \$5.3 million in sales. Dr. Lixiang Zhang, Mr. John Egan, Jr., and Mr. Robert Masucci were appointed to the Board of Directors as independent members. Mr. Nicholas Giordano was retained by the Company as a strategic advisor.

**MANAGEMENT COMMENTS:**

Mr. Junhong Xiong, CEO of AgFeed commented, "In a favorable market environment which pork prices have continued to increase in China, we see continued market expansion and growth in our premium animal feed industry. As one of the leaders in China's market for premix animal nutritional products, AgFeed has achieved strong revenue and net income growth through the introduction of new products, the successful acquisition and integration of our Guangxi Huijie operating subsidiary, and the opening of more retail chain stores. To date, we have opened over 250 chain stores and anticipate continued growth throughout 2007." #11

Mr. Xiong continued: "Rising consumer incomes across China lead to greater demand for better and more meat products which encourage hog farmers to substantially increase stock in animal production. Market demand for our premium animal feed products benefits from such industry demand and our business remains strong. We are confident that AgFeed is on track to continue achieving revenue and profit growth throughout 2007."

Songyan Li, Ph.D., Chairman of AgFeed commented, "We appreciate the much valued strategic guidance from our highly experienced independent board members and advisors. AgFeed will continue to grow our business while remaining focused on strong corporate governance."

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EXHIBIT - 4

8-K 1 v243332\_8k.htm FORM 8-K

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

December 16, 2011  
Date of Report (Date of earliest event reported)

**AgFeed Industries, Inc.**  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

001-33674  
(Commission  
File Number)

20-2597168  
(IRS Employer  
Ident. No.)

744 Horizon Court, Suite 350  
Grand Junction, Colorado  
(Address of principal executive offices)

81506  
(Zip Code)

(970) 245-9410  
Registrant's telephone number, including area code

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

#12

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EXHIBIT-5

**Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.** ✓

As previously reported by AgFeed Industries, Inc. (the "Company") in its Current Report on Form 8-K, filed with the Commission on September 29, 2011, the Company's board of directors appointed a Special Committee (the "Special Committee") to investigate the accounting relating to certain of the Chinese farm assets (acquired during 2007 and 2008) used in the Company's Chinese hog production business, the validity and collectability of certain of the Company's accounts receivable relating to its Chinese animal nutrition business, and any other issues that may arise during the course of its investigation (the "Investigation"). The Special Committee engaged the law firm of Latham & Watkins LLP ("L&W") to serve as its independent counsel in connection with the Investigation, and L&W retained the forensic accounting firm of FTI Consulting to serve as its forensic accounting advisor.

The facts learned in the Investigation to date indicate that the Company's financial accounting staff and management based in China engaged in accounting improprieties during 2009 and 2010 and the first two quarters of 2011 in connection with the Company's Chinese legacy hog production business that they concealed from the Company's management in the United States. The facts learned in the Investigation to date do not indicate that such improprieties occurred outside of the Chinese legacy hog production business or involved members of the Company's staff and management located in the United States.

After discussing the facts learned in the Investigation to date with management, the Company's audit committee concluded on December 16, 2011 that the Company's previously issued unaudited financial statements for the quarters ended March 31 and June 30, 2011, as well as its audited financial statements for the years ended December 31, 2010 and 2009, should be restated. As a result, the Company's consolidated balance sheets as of March 31 and June 30, 2011 and December 31, 2010 and 2009, the Company's consolidated statements of operations and other comprehensive income (loss) for the quarters ended March 31 and June 30, 2011 and the years ended December 31, 2010 and 2009, the Company's consolidated statements of cash flows for the quarters ended March 31 and June 30, 2011 and the years ended December 31, 2010 and 2009 and the footnotes thereto should no longer be relied upon. Management discussed these matters with the Company's independent registered public accounting firms for the applicable periods. These restatements are in addition to those previously reported by the Company in its Current Report on Form 8-K filed with the Commission on November 10, 2011.

The Investigation by the Special Committee is ongoing, and the Company is continuing to review previously issued financial statements relating to these and other periods. As a result of the ongoing review by the Special Committee and the Company, the Company is unable at this time to estimate the amount and effect of such restatements in each affected accounting period. The Company intends to file its restated financial statements as soon as practicable.

Management is also continuing to assess the effect of the restatements on the Company's internal control over financial reporting and its disclosure controls and procedures. Management will not reach a final conclusion regarding the restatements' effect on the Company's internal control over financial reporting and disclosure controls and procedures until completion of the restatement process.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On December 16, 2011, John Stadler resigned as Chairman of the Board and Interim Chief Executive Officer and as a director of the Company for personal reasons. His resignation was not the result of any disagreement with the Company relating to its operations, policies or practices. In addition, his resignation does not relate to the facts learned in the Investigation to date referred to in Item 4.02 above.

Glenn McClelland, Chief Operating Officer of the Company will continue to be responsible for the day-to-day operations of the Company.

**Cautionary Statement Regarding Forward-Looking Statements:** # 12

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. All statements other than those that are purely historical are forward-looking statements. Words such as "expect," "anticipate," "believe," "estimate," "intend," "plan," "potential" and similar expressions also identify forward-looking statements. Forward-looking statements include statements regarding expected materiality or significance, the quantitative effects of the restatement, and any anticipated conclusions of the Company, the special committee, the audit committee or management. The Company undertakes no commitment to

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EXHIBIT-6

Stockholder ratification of the selection of McGladrey as the Company's independent registered public accounting firm is not required by the Company's bylaws or otherwise. However, the board of directors is submitting the selection of McGladrey to stockholders for ratification as a matter of good corporate governance. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Representatives of McGladrey will not be present at the annual meeting to answer questions. The shares represented by your proxy will be voted for the ratification of the selection of McGladrey unless you specify otherwise. McGladrey has served as our independent registered public accounting firm since November 2010.

On November 9, 2010, the audit committee of our board of directors decided to change its independent registered public accounting firm and, accordingly, dismissed Goldman Kurland and Mohidin LLP ("GKM"). Also, effective November 9, 2010, the audit committee approved the engagement of McGladrey as the Company's independent registered public accounting firm for the year ending December 31, 2010, subject to McGladrey's completion of its client acceptance process. On November 11, 2010, McGladrey informed the Company that they had completed this process.

During the years ended December 31, 2009 and December 31, 2008, and the subsequent interim periods through November 12, 2010, the Company had (i) no disagreements with GKM on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which that, if not resolved to GKM's satisfaction, would have caused it to make reference to the subject matter of any such disagreement in connection with its reports for such years and its review of interim periods and (ii) no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K during the two years ended on December 31, 2009 or the subsequent interim periods.

GKM's reports on the Company's consolidated financial statements for the fiscal years ended December 31, 2009 and December 31, 2008 do not contain any adverse opinion or disclaimer of opinion, nor are qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended December 31, 2009 and December 31, 2008, and the subsequent interim periods through November 12, 2010, neither the Company nor anyone on its behalf has consulted with McGladrey regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on the Company's financial statements, (iii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K, or (iv) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

We provided GKM with a copy of the Current Report on Form 8-K regarding the change in our certifying accountant prior to its filing with the Securities and Exchange Commission and requested GKM to furnish AgFeed with a letter addressed to the Securities and Exchange Commission stating whether it agrees with above statements and, if it does not agree, the respects in which it does not agree. A copy of the letter, dated November 12, 2010, is incorporated by reference herein.

**The board of directors unanimously recommends that you vote  
"FOR" Proposal Four ratifying the appointment of McGladrey & Pullen LLP  
as our independent public accounting firm.**

#### PRINCIPAL ACCOUNTANT FEES AND SERVICES

The firm of McGladrey & Pullen LLP ("McGladrey") has been selected by the audit committee of our board as the independent registered certified public accounting firm to audit the books and accounts of our company and its subsidiaries for the year ending December 31, 2011. This firm has served as independent public accountants for our company since November 2010. Previously, GKM had served as our independent public accountants since 1996 through November 2010. A representative of McGladrey is not expected to be present at the annual meeting.

The following table sets forth fees billed to us by McGladrey (including its affiliate RSM McGladrey, Inc.) and GKM for professional services rendered for 2010 and 2009:

AGFEED INDUSTRIES INC #53  
2011 ANNUAL MEETING  
FILED WITH SEC 7/14/11  
Signed on

	2010		2009
	McGladrey	GKM	
Audit Fees	\$1,519,020	\$1,290,000	\$1,228,000
Audit-Related Fees	176,120	4,125	10,000
Tax Fees	349,155	0	0
All Other Fees	0	0	0
Total	\$1,040,295	\$1,94,125	\$1,238,000

**Audit Fees.** This category includes the aggregate fees billed for professional services rendered for the audits of our consolidated financial statements for years 2010 and 2009, respectively, for the reviews of the financial statements included in our quarterly reports on Form 10-Q and for services that are normally provided by McGladrey and GKM in connection with statutory and regulatory filings or engagements for the relevant fiscal year.

**Audit-Related Fees.** This category includes the aggregate fees billed during the period for years 2010 and 2009, respectively, for assurance and related services by McGladrey and GKM that are reasonably related to the performance of the audits or reviews of the financial statements and are not reported above under "Audit Fees," and generally consist of fees for due diligence, accounting consultations and transition services provided by GKM to McGladrey.

**Tax Fees.** This category includes tax preparation, tax compliance and tax advice.

**All Other Fees.** This category includes all accounting services which are not included in the foregoing categories. Neither McGladrey nor GKM provided any such services for AgFeed in 2010 or 2009.

The audit committee has considered the compatibility of the non-audit services performed by and fees paid to McGladrey and GKM in year 2010 and has determined that such services and fees were compatible with the independence of the accountants. During year 2010, neither McGladrey nor GKM utilized any personnel in connection with the audit other than its full-time, permanent employees.

**Policy for Approval of Audit and Non-audit Services.** The audit committee has adopted an approval policy regarding the approval of audit and non-audit services provided by the independent accountants, which approval policy describes the procedures and the conditions pursuant to which the audit committee may grant general pre-approval for services proposed to be performed by our independent accountants. All services provided by our independent accountants, both audit and non-audit, must be pre-approved by the audit committee. Our audit committee has delegated to the chairman of the audit committee the authority to grant pre-approvals of non-audit services provided by McGladrey and GKM. The decisions of the chairman of the audit committee to pre-approve such a service are required to be reported to the audit committee at its next regularly scheduled meeting.

In determining whether to approve a particular audit or permitted non-audit service, the audit committee will consider, among other things, whether such service is consistent with maintaining the independence of the independent accountant. The audit committee will also consider whether the independent accountant is best positioned to provide the most effective and efficient service to our company and whether the service might be expected to enhance our ability to manage or control risk or improve audit quality.

All services provided by McGladrey and GKM for the year ended December 31, 2010 were approved in accordance with the foregoing policy.

#### REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The audit committee has reviewed and discussed with management of AgFeed and McGladrey & Pullen LLP, AgFeed's independent registered public accounting firm, the audited financial statements of AgFeed as of and for the year ended December 31, 2010, including the year ended December 31, 2009, and the year ended December 31, 2008 (the "Audited Financial Statements"). In addition, we have discussed with McGladrey & Pullen LLP the matters required to be discussed by Statement on Auditing Standards No. 114 effective December 15, 2006 ("Communication with Audit Committees").

AGFEED INDUSTRIES INC #3

2011 ANNUAL MEETING

FILED - SEC 7/14/11  
Signed on

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 31, 2012, AgFeed Industries, Inc. (the "Company") announced today that it has notified The Nasdaq Stock Market LLC ("Nasdaq") of its intent to voluntarily delist its common stock from The Nasdaq Global Select Market. The Company currently anticipates that it will file with the Securities and Exchange Commission (the "Commission") and Nasdaq a Form 25 relating to the delisting of its common stock on or about February 10, 2012, on which day there will be no trading in its common stock. The Company anticipates that the delisting of its common stock becoming effective on or about February 20, 2012, ten days after the filing of the Form 25. The Company expects to continue to be under a trading halt on Nasdaq until the delisting of its common stock becomes effective.

The Company's management's current intention is to discuss with the market makers for its common stock to have its common stock quoted on the OTC Pink tier of the OTC Markets, but no arrangements have yet been made in that regard. This will require at least one market maker to quote the Company's common stock on such quotation service after the market maker complies with the relevant rules of such quotation service; there is no assurance that a market maker will comply with those rules. The Company has not arranged for its shares to be quoted on any securities exchange. Notwithstanding any of the foregoing, the Company will remain subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended.

Recently, and after much discussion and deliberation, the Board of Directors (the "Board") unanimously approved a resolution authorizing the Company to voluntarily delist from Nasdaq. Material facts related to this important decision include the ability of the Company to regain compliance with the Nasdaq listing requirements within the relevant compliance periods, the process of restating certain of its financial statements and the likelihood of the compliance plan submitted to Nasdaq being approved.

The Company has previously reported its receipt of notices from Nasdaq indicating that the Company is not in compliance with the minimum bid price requirement for continued listing on the Nasdaq Global Select Market, set forth in Nasdaq Marketplace Rule 5450(a)(1), which compliance period expires on April 11, 2012, and with the continued listing requirements under Nasdaq Marketplace Rule 5250(c)(1), which relates to the Company not yet having filed its Quarterly Report on Form 10-Q for the period ended September 30, 2011 (the "10-Q") with the Commission.

As previously reported by the Company in its Notification of Late Filing on Form 12b-25, filed with the Commission on November 10, 2011, the Company was unable to file the 10-Q within the prescribed period due to the ongoing investigation of the special committee (the "Special Committee") of the Board. While the Special Committee has completed its investigation, as described in Item 4.02 of this Current Report on Form 8-K, the Company is currently reviewing the findings of the Special Committee. The Company intends to file the 10-Q with the Commission as soon as practicable.

A copy of the press release announcing the Company's intent to voluntarily delist its common stock from Nasdaq is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

The Company today announced that the special committee (the "Special Committee") of the Board has completed its investigation into certain accounting issues in the Company's animal nutrition and legacy farm hog operations in China. As previously reported in the Company's Current Report on Form 8-K filed on September 29, 2011, the Special Committee was appointed to investigate the accounting relating to certain of the Chinese farm assets (acquired during 2007 and 2008) used in the Company's Chinese hog production business, the validity and collectability of certain of the Company's accounts receivable relating to its Chinese animal nutrition business and any other issues that may arise during the course of its investigation (the "Investigation"). The Investigation is complete, and the findings have been presented to the Board and management. #19

The Investigation identified facts indicating that there were accounting irregularities in the Company's legacy farm hog operations in China, including the misstatement of revenues, inventory, property and equipment, and cost of goods sold. The periods affected by these practices include the 2008 fiscal year and subsequent periods through the first two quarters of 2011. As a result, on January 31, 2012, the Company's interim chief executive officer and chief financial officer concluded that the Company's audited financial statements for the year ended December 31, 2008 should no longer be relied upon, and the Company will be restating its financials statements for this period. The Investigation did not identify any facts indicating

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EXHIBIT-9



SB-2/A 1 v085205\_sb2-a.htm

As filed with the Securities and Exchange Commission on August 17, 2007.

Registration No. 333-144131

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 1  
TO  
FORM SB-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**AgFeed Industries, Inc.**

(Exact name of Registrant as specified in its charter)

---

Nevada  
(State or jurisdiction of  
incorporation or organization)

0200  
(Primary Standard Industrial  
Classification Code Number)

20-2597168  
(I.R.S. Employer  
Identification No.)

AgFeed Industries, Inc.  
1095 Qing Lan Avenue  
Economic and Technical Development Zone  
Nan Chang City, Jiangxi Province  
China, 330013  
86-0791-2189878  
(Address and telephone number of principal executive offices)

Junhong Xiong  
President and Chief Executive Officer  
AgFeed Industries, Inc.  
1095 Qing Lan Avenue  
Economic and Technical Development Zone  
Nan Chang City, Jiangxi Province  
China, 330013  
86-0791-2189878  
(Name, address and telephone number of agent for service)

---

with copies to:  
William W. Uchimoto, Jr., Esquire  
Saul Ewing LLP

29

#54

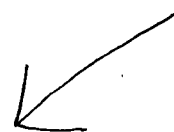


EXHIBIT-10...

S-3 1 v098331\_s3.htm

As filed with the Securities and Exchange Commission on December 28, 2007.

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**AgFeed Industries, Inc.**

(Exact name of Registrant as specified in its charter)

---

**Nevada**  
(State or jurisdiction of  
incorporation or organization)

**0200**  
(Primary Standard Industrial  
Classification Code Number)

**20-2597168**  
(I.R.S. Employer  
Identification No.)

**AgFeed Industries, Inc.**  
**1095 Qing Lan Avenue**  
**Economic and Technical Development Zone**  
**Nan Chang City, Jiangxi Province**  
**China, 330013**  
**86-0791-2189878**  
(Address and telephone number of principal executive offices)

**Junhong Xiong**  
**President and Chief Executive Officer**  
**AgFeed Industries, Inc.**  
**1095 Qing Lan Avenue**  
**Economic and Technical Development Zone**  
**Nanchang City, Jiangxi Province**  
**China, 330013**  
**86-0791-2189878**  
(Name, address and telephone number of agent for service)

#54

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with copies to:  
Selig D. Sacks, Esq. ✓  
Pryor Cashman LLP  
410 Park Avenue, 10 th Floor

30

EXHIBIT-11

MAY 21, 2009

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**AGFEED INDUSTRIES, INC.**

*(Exact name of registrant as specified in its charter)*

Nevada

*(State or other jurisdiction  
of incorporation or organization)*

20-2597168

*(IRS Employer Identification Number)*

Rm. A1001-1002, Tower 16  
Hengmao Int'l Center  
333 S. Guangchang Rd.  
Nanchang, Jiangxi Province, PRC 330003  
011-86-0791-6669093

*(Address, including zip code, and telephone number, of registrant's of principal executive offices)*

Mr. Junhong Xiong  
President and Chief Executive Officer  
Rm. A1001-1002, Tower 16  
Hengmao Int'l Center  
333 S. Guangchang Rd.  
Nanchang, Jiangxi Province  
China 330003  
011-86-0791-6669093

*(Name, address and telephone number, including area code, of agent for service)*

with copies to:

Brian S. North, Esq.  
Buchanan Ingersoll & Rooney PC  
Two Liberty Place, Suite 3200  
50 South 16th Street  
Philadelphia, PA 19102  
(215) 665-8700

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☐ #14

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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EXHIBIT-12

As filed with the Securities and Exchange Commission on June 28, 2007.

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM SB-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**AgFeed Industries, Inc.**

(Exact name of Registrant as specified in its charter)

---

**Nevada**  
(State or jurisdiction of  
incorporation or organization)

**0200**  
(Primary Standard Industrial  
Classification Code Number)

**20-2597168**  
(I.R.S. Employer  
Identification No.)

**AgFeed Industries, Inc.**  
**1095 Qing Lan Avenue**  
**Economic and Technical Development Zone**  
**Nan Chang City, Jiangxi Province**  
**China, 330013**  
**86-0791-2189878**  
(Address and telephone number of principal executive offices)

**Junhong Xiong**  
**President and Chief Executive Officer**  
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**1095 Qing Lan Avenue**  
**Economic and Technical Development Zone**  
**Nan Chang City, Jiangxi Province**  
**China, 330013**  
**86-0791-2189878**  
(Name, address and telephone number of agent for service)

---

with copies to:  
**William W. Uchimoto, Jr., Esquire**  
**Saul Ewing LLP**  
**Centre Square West**  
**1500 Market Street, 38<sup>th</sup> Floor**  
**Philadelphia, PA 19102-2186**



#14



































NYSE \$NYA  
9,006.16 -86.7428  
(-0.95%)

Market Closes in:

3 hour 7 minutes

4/3/2013 12:53 PM ET

[Resize Page](#)

		Date	Settlement Date	Symbol	Description	Commission/Fees	Interest	Amount	Avg Price
		6/28/2010	7/1/2010	<u>FEED</u>	BOUGHT 1100 SHARES OF FEED AT \$3.04	\$0.00	\$0.00	(\$3,344.00)	N/A
		6/28/2010	7/1/2010	<u>FEED</u>	BOUGHT 3008 SHARES OF FEED AT \$3.04	(\$7.00)	\$0.00	(\$9,151.32)	N/A
		6/28/2010	7/1/2010	<u>FEED</u>	BOUGHT 200 SHARES OF FEED AT \$3.04	\$0.00	\$0.00	(\$608.00)	N/A
		6/28/2010	7/1/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$3.04	\$0.00	\$0.00	(\$304.00)	N/A
		6/25/2010	6/30/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$3.08	\$0.00	\$0.00	(\$308.00)	N/A
		6/25/2010	6/30/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$3.08	\$0.00	\$0.00	(\$308.00)	N/A
		6/25/2010	6/30/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$3.08	(\$7.00)	\$0.00	(\$315.00)	N/A
		6/25/2010	6/30/2010	<u>FEED</u>	BOUGHT 2500 SHARES OF FEED AT \$3.08	\$0.00	\$0.00	(\$7,700.00)	N/A
		6/25/2010	6/30/2010	<u>FEED</u>	BOUGHT 600 SHARES OF FEED AT \$3.08	\$0.00	\$0.00	(\$1,848.00)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$5.1399	\$0.00	\$0.00	(\$513.99)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 200 SHARES OF FEED AT \$5.139	(\$7.00)	\$0.00	(\$1,034.80)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 1900 SHARES OF FEED AT \$5.15	\$0.00	\$0.00	(\$9,785.00)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$5.15	\$0.00	\$0.00	(\$515.00)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 100 SHARES OF FEED AT \$5.15	\$0.00	\$0.00	(\$515.00)	N/A
		3/9/2010	3/12/2010	<u>FEED</u>	BOUGHT 600 SHARES OF FEED AT \$5.1399	\$0.00	\$0.00	(\$3,083.94)	N/A

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[Agreements & Disclosures](#) | [Contact Us](#) | [Glossary](#) | [Data Providers](#)

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**Brokerage Products Not FDIC-Insured - Not Bank Guaranteed - May Lose Value**

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97917.73 ✓  
 35.00 ✓  
 97952.73 ✓  
 97953.1022

424B3 1 v099450\_424b3.htm

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-148386



**\$75,000,000**  
**of**  
**Common Stock and Warrants**

We may, from time to time, offer and sell shares, and warrants to purchase shares, of our common stock, par value \$0.001 per share.

The maximum aggregate offering price for these securities will not exceed \$75,000,000. We will describe the terms of any such offering in a supplement to this prospectus. Any prospectus supplement may also add, update, or change information contained in this prospectus. Such prospectus supplement will contain the following information about the offered securities:

- title and amount;
- offering price, underwriting discounts and commissions or agency fees, and our net proceeds;
- any market listing and trading symbol;
- names of lead or managing underwriters or agents and description of underwriting or agency arrangements; and
- the specific terms of the offered securities.

Our shares of common stock trade on the Nasdaq Global Market under the symbol "FEED." On December 26, 2007, the last reported sale price for our common stock was \$8.63 per share. You are urged to obtain current market quotations for our common stock. Fill these in as of the same date to be used elsewhere herein.

You should carefully read and consider the risk factors appearing throughout this prospectus, including, without limitation, those appearing under the heading "Risk Factors" beginning on page 4 of this prospectus.

Our mailing address and telephone number are:

1095 Qing Lan Avenue  
Economic and Technical Development Zone  
Nan Chang City, Jiangxi Province

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Exhibit - K

8-1-13

Claim Agent

Acknowledge receipt  
and return in enclosed  
envelope

Sent Claim Agreed And Inc et al  
\$ 97953.—

Thank you

John A. Regnant



James Regnante

Apt. 5H

6692 Selfridge St.

Forest Hills, NY 11375-4105

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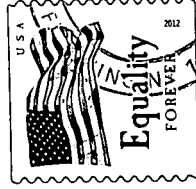
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BMC Group Inc  
Attn Claims & Noticing Agent  
18675 Lake Drive East  
Chanhassen MN 55317

