


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	REGULAR MAIL: BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING PO Box 3020 CHANHASSEN, MN 55317-3020 MESSENGER/OVERNIGHT DELIVERY BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING 18675 LAKE DRIVE EAST CHANHASSEN, MN 55317	PROOF OF CLAIM / REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE
Name of Debtor: <u>AGFEED Industries</u> Case Number: <u>13-11742</u>		COURT USE ONLY <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____ <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach a copy of statement giving particulars.
Name of Creditor (the person or other entity to whom the debtor owes money or property): <u>McGladrey, LLP</u>		
Name and address where notices should be sent:  32353330001133 MCGLADREY, LLP 5155 PAYSHERE CIRCLE CHICAGO, IL 60674 Telephone number: _____ email: <u>melissa.Ausland@mcgladrey.com</u>		
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____		
1. Amount of Claim as of Date Case Filed: \$ <u>1,632,774.00</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. If all or part of the claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete item 6. <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.		
1a. Amount of Administrative Claim (see Definitions) solely with respect to AgFeed USA, LLC or any other Debtor (excluding Debtor AgFeed Industries, Inc.) arising from the period from July 15, 2013, through September 12, 2013: \$ _____ (See instruction #1a)		
2. Basis for Claim: <u>Services Provided</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (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. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount of Unsecured: \$ _____
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.		
<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 type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)()
		Amount entitled to priority: \$ _____
*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.		
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): _____ (See instruction #6)		



7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim (See instruction #7)

8. 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:

9. Signature: (See instruction #9)

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 best of my knowledge, information, and reasonable belief.

Print Name: Melissa Ausland
Title: ACC MANAGER
Company: McGladrey LLP
Address and telephone number (if different from notice address above):

Mc (Signature) 10.9.13 (Date)

Telephone number: 612-376-9858 email: melissa.ausland@mcgladrey.com

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 debtor's full name, and the bankruptcy 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.

AgFeed USA, LLC	13-11761
AgFeed Industries, Inc.	13-11762
Genetics Land, LLC	13-11776
Genetics Operating, LLC	13-11769
Heritage Farms, LLC	13-11767
Heritage Land, LLC	13-11768
M2P2 AF JV, LLC	13-11774
M2P2 Facilities, LLC	13-11770
M2P2 General Operations, LLC	13-11772
MGM, LLC	13-11771
Midwest Finishing, LLC	13-11775
New Colony Farms, LLC	13-11766
New Colony Land Company, LLC	13-11773
New York Finishing, LLC	13-11764
Pork Technologies, LC	13-11765
TS Finishing, LLC	13-11763

If your claim is against multiple Debtors, complete a separate form for each Debtor.

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, 5, and 6. Check the box if interest or other charges are included in the claim.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optical 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. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9):

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

7. 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.

8. 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.



McGladrey

FEIN #42-0714325

McGladrey LLP
400 Locust Street, Suite 640
Des Moines, IA 503092372
Phone : (515) 558-6600
Fax : (515) 284-1545

REMIT TO:
McGladrey LLP
5155 Paysphere Circle
Chicago, IL 60674USA

5155 0007690143 0003955963 09252012 0005040000 3

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

September 25, 2012
Account No. 769-014-3 PRV
Invoice No. M-3955963-014
Amount Paid \$ _____
Amount Due \$50,400.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 09/25/2012 Invoice # M-3955963-014

Professional services rendered in connection with the following:

Final Billing - Preparation of Income Tax Returns for the year ended December 31, 2011.	\$75,400.00
Less: Previous Progress Billing	(25,000.00)
	<u><u>Total Due</u></u>
	<u>\$50,400.00</u>

Invoices are due upon receipt.



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5155 0007690143 0003960855 09272012 0011177000 4

CLAY MARSHALL
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

September 27, 2012

Account No. 769-014-3 PRV

Invoice No. M-3960855-014

Amount Paid \$ _____

Amount Due \$111,770.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc.

09/27/2012

Invoice # M-3960855-014

Second progress billing for audit services rendered in connection with ongoing restatement audits of AgFeed Industries, Inc.

Fees \$100,000.00

Expenses 11,770.00

Total Due \$111,770.00

paid 50,000.⁰⁰

Remaining 61,770.⁰⁰

Invoices are due upon receipt.

McGladrey LLP



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Chicago, IL 60674USA

5155 0007690143 0003986594 11152012 0000332500 4

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

November 15, 2012

Account No. 769-014-3 PRV

Invoice No. M-3986594-014

Amount Paid \$ _____

Amount Due \$3,325.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc.

11/15/2012

Invoice # M-3986594-014

Professional services rendered in connection with the following:

Progress Billing - IRS Examination Assistance

\$3,325.00

Total Due \$3,325.00

Invoices are due upon receipt.



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5155 0007690143 0003990046 11262012 0025670500 1

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

November 26, 2012
Account No. 769-014-3 PRV
Invoice No. M-3990046-014
Amount Paid \$ _____
Amount Due \$256,705.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 11/26/2012 Invoice # M-3990046-014

Third progress billing for audit services rendered from September 15 to November 15 in connection with ongoing restatement audits of AgFeed Industries, Inc.

Fees	\$250,000.00
Expenses	6,705.00
Total Due	<u>\$256,705.00</u>

Invoices are due upon receipt.



FEIN #42-0714325

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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

December 07, 2012

Account No. 769-014-3 PRV

Invoice No. M-3996617-014

Amount Paid \$ _____

Amount Due \$5,000.00

Please return top portion with payment

769-014-3. AgFeed Industries, Inc. 12/07/2012 Invoice # M-3996617-014

Professional services rendered in connection with the following:

Progress Billing - IRS Examination Assistance \$5,000.00

Total Due \$5,000.00

Invoices are due upon receipt.

McGladrey LLP



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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

February 14, 2013
Account No. 769-014-3 PRV
Invoice No. M-4028861-014
Amount Paid \$ _____
Amount Due \$3,500.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 02/14/2013 Invoice # M-4028861-014

Professional services rendered in connection with the following:

Final Billing - IRS Examination Assistance	\$3,500.00
Total Due	\$3,500.00

Invoices are due upon receipt.



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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

February 26, 2013
Account No. 769-014-3 PRV
Invoice No. M-4037664-014
Amount Paid \$ _____
Amount Due \$119,300.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 02/26/2013 Invoice # M-4037664-014

Fourth progress billing for audit services rendered from November 15 to February 15 in connection with ongoing restatement audits of AgFeed Industries, Inc.

Fees	\$100,000.00
Expenses	19,300.00
Total Due	<u>\$119,300.00</u>

Invoices are due upon receipt.



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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

February 26, 2013
Account No. 769-014-3 PRV
Invoice No. M-4037665-014
Amount Paid \$ _____
Amount Due \$150,000.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 02/26/2013 Invoice # M-4037665-014

First progress billing for audit services rendered in connection with the annual audit of the consolidated financial statements for the year ended December 31, 2012. \$150,000.00

Total Due \$150,000.00

Invoices are due upon receipt.



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5155 0007690143 0004047904 03142013 0000700000 2

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

March 14, 2013
Account No. 769-014-3 PRV
Invoice No. M-4047904-014
Amount Paid \$ _____
Amount Due \$7,000.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 03/14/2013 Invoice # M-4047904-014

Professional services rendered in connection with the following:

Progress Billing - China Restructure Project	\$3,000.00
Progress Billing - Initial Reviews & Discussions of AgFeed Tax Provisions	4,000.00
	<u>Total Due</u>
	<u>\$7,000.00</u>

Invoices are due upon receipt.



FEIN #42-0714325

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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

April 01, 2013
Account No. 769-014-3 PRV
Invoice No. M-4067027-014
Amount Paid \$ _____
Amount Due \$150,000.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 04/01/2013 Invoice # M-4067027-014

Second progress billing for audit services rendered in connection with the annual audit of the consolidated financial statements for the year ended December 31, 2012. \$150,000.00

Total Due \$150,000.00

Invoices are due upon receipt.



FEIN #42-0714325

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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

April 16, 2013
Account No. 769-014-3 PRV
Invoice No. M-4076162-014
Amount Paid \$ _____
Amount Due \$100,000.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 04/16/2013 Invoice # M-4076162-014

Fifth progress billing for audit services rendered from February 15 to April 15 in connection with ongoing restatement audits of AgFeed Industries, Inc. (excludes RSM Nelson Wheeler services, to be separately billed in China as agreed) \$100,000.00

Total Due \$100,000.00

Invoices are due upon receipt.



FEIN #42-0714325

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5155 0007690143 0004089515 04222013 0001475000 2

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

April 22, 2013
Account No. 769-014-3 PRV
Invoice No. M-4089515-014
Amount Paid \$ _____
Amount Due \$14,750.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 04/22/2013 Invoice # M-4089515-014

Professional services rendered in connection with the following:

Progress Billing - Tax Provision Review in connection with Restatement & Audit	\$4,750.00
Progress Billing - Tax Preparation for the year ended December 31, 2012	10,000.00
	<u>Total Due</u>
	<u>\$14,750.00</u>

Invoices are due upon receipt.



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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

July 12, 2013
Account No. 769-014-3 PRV
Invoice No. M-4145610-014
Amount Paid \$ _____
Amount Due \$1,750.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 07/12/2013 Invoice # M-4145610-014

Professional services rendered in connection with the following:

Assistance with Due Diligence Procedures and review of APA documents	\$1,750.00
Total Due	\$1,750.00

Invoices are due upon receipt.



McGladrey
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ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

July 12, 2013

Account No. 769-014-3 PRV

Invoice No. M-4145913-014

Amount Paid \$ _____

Amount Due \$113,500.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc.

07/12/2013

Invoice # M-4145913-014

Progress billing for audit services rendered from April 15 (last progress billing) to May 16 (stop date) in connection with ongoing restatement audits (excludes RSM Nelson Wheeler services, separately billed in China as agreed). \$19,300.00

Progress billing for audit services rendered from April 1 (last progress billing) to May 16 (stop date) in connection with the annual audit of the consolidated financial statements for the year ended December 31, 2012 (excludes RSM Nelson Wheeler services, separately billed in China as agreed). 94,200.00

Total Due \$113,500.00

Invoices are due upon receipt.

McGladrey LLP



FEIN #42-0714325

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Fax : (515) 284-1545

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Chicago, IL 60674USA

5155 0007690143 0004169284 09042013 0059577400 8

ED PAZDRO
AGFEED INDUSTRIES, INC.
510 S 17TH ST STE 104
AMES IA 50010

September 04, 2013
Account No. 769-014-3 PRV
Invoice No. M-4169284-014
Amount Paid \$ _____
Amount Due \$595,774.00

Please return top portion with payment

769-014-3 AgFeed Industries, Inc. 09/04/2013 Invoice # M-4169284-014

Cumulative billing for RSM Nelson Wheeler audit services rendered for the period April 2012 to May 15, 2013. Includes China field work in connection with the audits of the consolidated financial statements of AgFeed Industries, Inc. (annual 2012 audit and the ongoing Restatement Audits for 2010 and 2011):

April 2012 to October 21, 2012	\$187,798.00
October 22, 2012 to January 18, 2013	137,611.00
January 19, 2013 to May 15, 2013	270,365.00
	<u>Total Due</u>
	<u>\$595,774.00</u>

Invoices are due upon receipt.

(1-800-742-5877)

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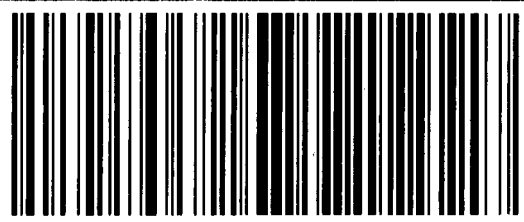
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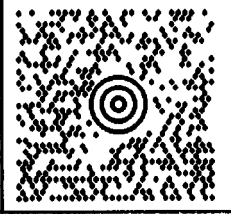
Client Number: 75014-7690143
Admin Name: Kaetherhenry

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TRACKING #: 1Z 737 W62 01 6693 3513

UPS NEXT DAY AIR



MN 559 9-03
BMC GROUP

OCT 25 2013

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CHANNASSEN MN 55317

SHIP TO:
AGFEED USA LLC CLAIMS PROCESSING
BMC GROUP INC
18675 LAKE DRIVE EAST

MNGLADREY (612) 573-8750
801 NICOLET MALL
MINNEAPOLIS MN 55402-2500

1 LBS

1 OF 1

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