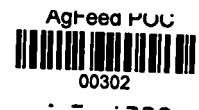


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	REGULAR MAIL: BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING PO Box 3020 CHANHASSEN, MN 55317-3020 MESSENGER/OVERNIGHT DELIVERY BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING 18675 LAKE DRIVE EAST CHANHASSEN, MN 55317	PROOF OF CLAIM / REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE
Name of Debtor: AgFeed Industries, Inc.		Case Number: 13-11762
Name of Creditor (the person or other entity to whom the debtor owes money or property): John A. Stadler		COURT USE ONLY
Name and address where notices should be sent: c/o Morrison & Foerster LLP 425 Market Street San Francisco, CA 94105 Attn: Adam A. Lewis, Esq. Telephone number: 415-268-7000 email: alewis@mofo.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): N/A Telephone number: _____ email: _____		RECEIVED NOV 12 2013 BMC GROUP
1. Amount of Claim as of Date Case Filed: \$ 250,000 + (see attached Rider) 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: Right to Indemnity (See attached Rider) (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 adjus		
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: Adam A. Lewis

Title: Senior Counsel

Company: Morrison & Foerster LLP

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

Adam A. Lewis
(Signature)

11/11/13
(Date)

Telephone number: _____

email: _____

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.

1a. Amount of Administrative Claim arising after Date Case Filed:

State the total amount owed pursuant to section 503(b), *excluding* any amounts owed under section 503(b)(9), on account of claims arising from the period

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.

9. 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

RIDER TO JOHN A. STADLER PROOF OF CLAIM
AGFEED INDUSTRIES, INC.

John A. Stadler ("Claimant") formerly served as a member and then Chairman of the Board and as interim Chief Executive Officer ("CEO") of AgFeed Industries, Inc. ("the Debtor"). Claimant is entitled to indemnification and advancement of costs from the Debtor for any litigation expenses incurred in defending actions brought against him arising from his positions with the Debtor. The Debtor's obligation to indemnify Claimant arises from the Amended and Restated Articles of Incorporation of Wallace Mountain Resources Corp. and the Amended and Restated Bylaws of AgFeed Industries, Inc.

The Securities and Exchange Commission (the "SEC") has served a Wells Notice on Claimant premised upon actions taken while he served as a member of the Board and Interim CEO of the Debtor (the "Wells Notice"). Claimant has engaged defense counsel to respond to the Wells Notice and is incurring attorneys' fees and costs in connection with his defense to the Wells Notice. As of the date the Debtor filed its voluntary petition, Claimant had incurred approximately \$250,000 in billed and unbilled fees and costs.

Claimant asserts a claim against the Debtor for indemnification and advancement of costs for any and all defense costs and any other obligations that arise on account of the Wells Notice and any other pending or threatened litigation that may involve Claimant and his service as a member of the board and CEO of the Debtor.

In addition, Claimant asserts a claim for and reserves all of his pre-petition and post-petition rights, claims and remedies available to him under the Debtor's governing documents, applicable state and federal statutes, any employment, indemnification, severance, or other agreements between Claimant and the Debtor or of one of its subsidiaries or affiliates, any applicable insurance policies of the Debtor, and any other applicable right by reason of contract or law.

Claimant's claim is presently only partially liquidated in amount as Claimant continues to incur costs in connection with his defense of the Wells Notice and may incur additional costs and fees following the Wells Notice process. Accordingly, Claimant expressly reserves his right to amend his claim at any time. Claimant reserves the right to assert that his claim is an administrative expense claim of the estate pursuant to 11 U.S.C. § 503.

Claimant reserves the right to assert additional claims that may arise or may be discovered during any investigation of the Debtor's business and operations, regardless if those claims are discovered after the petition date.

By submitting this Proof of Claim, Claimant does not waive or release any claims he may have against any other parties and all such claims against other parties are expressly reserved. By submitting this Proof of Claim, Claimant does not waive any rights, including: (i) the right to have final orders in non-core matters entered only after de novo review by a district court judge; (ii) the right to a jury trial in any proceeding; (iii) the right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal or abstention; or (iv) any other rights, claims, actions, defenses, reclamations, setoffs, or recoupments to which

Claimant is or may be entitled under any agreements, in law or in equity, all of which rights, claims, actions, defenses, reclamations, setoffs, and recouplements are expressly reserved.

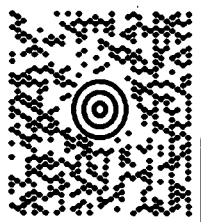
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MORRISON & FOERSTER
425 MARKET STREET
SAN FRANCISCO CA 94105-2467

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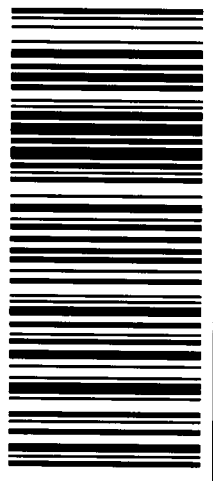
SHIP TO:

AGFEED USA, CLAIMS PROCESSING
BMC GROUP INC.
18675 LAKE DRIVE EAST
CHANHASSEN MN 55317



MN 559 9-03
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SAN FRANCISCO, CA 94105-2462
72656/1 407

TO
BMC Group, Inc.
Attn: AgFeed USA, Claims Processing
18675 Lake Drive East
Chanhasseen, MN 55317

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