

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: AGRI FEEDS USA, LLC

Case Number: 13-11761 (BLS)

Name of Creditor (the person or other entity to whom the debtor owes money or property): ALBERT RODRIGUES

COURT USE ONLY

Name and address where notices should be sent:

ALBERT RODRIGUES 196-35 - DUNTON AVE. HOLLIS NEW YORK USA 11423

RECEIVED JAN 07 2014 BMC GROUP

Check this box if this claim amends a previously filed claim.

Court Claim Number: (If known)

Filed on:

Telephone number: 917-608-9154 email: albertrodriguez3@gmail.com

Name and address where payment should be sent (if different from above):

SAME AS ABOVE

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.

Telephone number: email:

1. Amount of Claim as of Date Case Filed: \$ 2939.79

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.

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: \$

2. Basis for Claim: STOCKS BOUGHT (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.

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe:

\$

Basis for perfection:

Value of Property: \$

Amount of Secured Claim: \$

Annual Interest Rate % Fixed or Variable (when case was filed)

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.

Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

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).

Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).

Amount entitled to priority:

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).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)()

\$



*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. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

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: ALBERT RODRIGUES
 Title: PURCHASER - CREDITOR
 Company: NA
 Address and telephone number (if different from notice address above): _____

Albert Rodriguez
 (Signature)

12-24-13
 (Date)

911-608-9154 albert.rodriguez@gmail.com
 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

from July 15, 2013, through the September 12, 2013 (the "Closing Date"), solely with respect to AgFeed USA, LLC and any other Debtor (excluding Debtor AgFeed Industries, Inc.).

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services provided, 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 any 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.

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 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.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Debtors' claims agent, BMC Group, Inc., at the applicable following address:

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

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim.

Examples of liens on property include a mortgage on real estate or a security's interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Administrative Claim

An administrative claim is a claim of the type described in sections 503 and 507 of title 11 of the United States Code. Among other things, these sections provide that certain types of claims are entitled to administrative expense priority, including, without limitation: (i) the action, necessary costs and expenses of preserving the estate, including wages, salaries, or commissions for services rendered after the commencement of the bankruptcy case; (ii) certain taxes and penalties related thereto; (iii) compensation and reimbursement of certain officers; (iv) the actual, necessary expenses incurred by (a) certain creditors, (b) a creditor, an indenture trustee, an equity security holder, or a committee representing any such entities, in making a substantial contribution to a debtor's chapter 11 case, (c) a custodian, and (v) compensation for services rendered by an indenture trustee. Claims alleged to be entitled to an administrative expense pursuant to 11 U.S.C. § 503(b)(9) should be listed in item 6 of the form, but not in item 1a.

Administrative Claim Under 11 U.S.C. § 503(b)(9)

Claims that are based upon facts or circumstances arising or occurring after the date of the Bankruptcy filing and that qualify as an administrative expense under section 503(b)(9) (excluding 503(b)(9) of the Bankruptcy Code).

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.



Statement Reporting Period:
11/01/11 - 11/30/11

800-669-3900
TD AMERITRADE
DIVISION OF TD AMERITRADE INC
PO BOX 2209
OMAHA, NE 68103-2209

Statement for Account # 755-824340
ALBERT RODRIGUES
PO BOX 311127
JAMAICA, NY 114311127

Portfolio Summary							
Investment	Current Value	Prior Value	Period Change	% Change	Estimated Income	Estimated Yield	Portfolio Allocation
Cash	\$48.72	\$12.61	\$36.11	-	\$ -	-	<p>Cash 0.3%</p> <p>Stocks 99.7%</p>
Insr Dep Acct	-	-	-	-	-	-	
Money Market	-	-	-	-	-	-	
Short Balance	-	-	-	-	-	-	
Stocks	14,401.05	16,818.25	(2,417.20)	(14.4)%	138.40	1.0%	
Short Stocks	-	-	-	-	-	-	
Fixed Income	-	-	-	-	-	-	
Options	-	-	-	-	-	-	
Short Options	-	-	-	-	-	-	
Mutual Funds	-	-	-	-	-	-	
Other	-	-	-	-	-	-	
Total	\$14,449.77	\$16,830.86	(\$2,381.09)	(14.1)%	\$138.40	1.0%	

Cash Activity Summary			Income & Expense Summary				Performance Summary	
	Current	YTD	Reportable	Non Reportable	YTD			
Opening Balance	\$12.61	\$16,007.41	Income			Cost Basis As of - 11/30/11	\$34,218.25	
Securities Purchased	(16,241.01)	(291,496.62)	Dividends	\$24.60	\$ -	Unrealized Gains	-	
Securities Sold	16,252.51	275,506.09	Interest	0.01	0.24	Unrealized Losses	(19,817.20)	
Funds Deposited	-	-	Other	-	-	Funds Deposited/(Disbursed) ^{YTD}	-	
Funds Disbursed	-	-	Expense			Income/(Expense) ^{YTD}	31.84	
Income	24.61	31.84	Interest	-	-	Securities Received/(Delivered) ^{YTD}	0.00	
Expense	-	-	Fees	-	-			
Other	-	-	Other	-	-			
Closing Balance	\$48.72	\$48.72	Net	\$24.61	\$0.00			

Please see Page #2
with *

Thank you
←

Statement for Account # 755-824340
11/01/11 - 11/30/11

Income Summary Detail*		
Description	Current	Year to Date
Interest Income Credit Balance	\$ 0.01	\$ 0.24
Qualified Dividends	24.60	31.60

*This section displays current and year to date taxation values for this account. The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included. These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends). The year to date totals will accurately reflect your cumulative amount for the year.

Account Positions										
Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
AGFEED INDUSTRIES INC COM	FEED	570	\$ 0.63	\$359.10	01/21/10	\$ 2,939.79	\$ 5.16	\$ (2,580.69)	\$ -	-
ALCOA INC COM	AA	820	10.02	8,216.40	10/31/11	9,111.02	11.11	(894.62)	98.40	1.2%
BANK OF AMERICA CORP COM	BAC	1,000	5.44	5,440.00	10/31/11	7,129.99	7.13	(1,689.99)	40.00	0.7%
BIONEUTRAL GROUP INC COM	BONU	1,600	0.16	256.00	09/08/09	5,118.16	3.20	(4,862.16)	-	-
COLONIAL BANCGROUP CL A COMM	CBCGQ	8,600	0.008	68.80	07/15/09	5,553.13	0.65	(5,484.33)	-	-
GENOVA BIOTHERAPEUTICS INC COM	GVBP	750	0.001	0.75	09/21/09	246.32	0.33	(245.57)	-	-
HIGH PLAINS GAS INC COM	HPGS	500	0.12	60.00	06/26/09	4,119.84	8.24	(4,059.84)	-	-
Total Stocks				\$14,401.05		\$34,218.25		\$(19,817.20)	\$138.40	1.0%
Total Cash Account				\$14,401.05		\$34,218.25		\$(19,817.20)	\$138.40	1.0%

Statement for Account # 755-824340
11/01/11 - 11/30/11

Account Activity									
Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance									
10/27/11	11/01/11	Cash	Sell - Securities Sold	CENTURY ALUMINUM CO. COM	CENX	500-	\$ 11.172	\$ 5,575.90	\$12.61 5,588.51
10/27/11	11/01/11	Cash	Sell - Securities Sold	CENTURY ALUMINUM CO. COM	CENX	600-	11.1701	6,701.93	12,290.44
10/27/11	11/01/11	Cash	Sell - Securities Sold	CENTURY ALUMINUM CO. COM	CENX	345-	11.55	3,974.68	16,265.12
10/31/11	11/03/11	Cash	Buy - Securities Purchased	BANK OF AMERICA CORP COM	BAC	1,000	7.12	(7,129.99)	9,135.13
10/31/11	11/03/11	Cash	Buy - Securities Purchased	ALCOA INC COM	AA	300	11.0999	(3,339.96)	5,795.17
10/31/11	11/03/11	Cash	Buy - Securities Purchased	ALCOA INC COM	AA	520	11.0982	(5,771.06)	24.11
11/25/11	11/25/11	Cash	Div/Int - Income	ALCOA INC COM Payable: 11/25/2011 QUALIFIED DIVIDENDS 24.60	AA	-	0.00	24.60	48.71
11/30/11	11/30/11	Cash	Div/Int - Income	INTEREST CREDIT Payable: 11/30/2011	-	-	0.00	0.01	48.72
Closing Balance									\$48.72

*For Cash Activity totals, refer to the Cash Activity Summary on page one of your statement.

TD Ameritrade Cash Interest Credit/Expense						
Begin Date	Margin Balance	Credit Balance	Number of Days	Interest Rate	Interest Debited	Interest Credited
11/01/11	\$ -	\$ 16,265.12	2	0.01 %		\$ 0.01
Total Interest Income/(Expense)					\$ 0.00	\$0.01



Ameritrade

PO BOX 733
Bensalem, PA-19020-0733
Please do not send deposits or correspondence to this address

ALBERT RODRIGUES
PO BOX 311127
JAMAICA, NY 114311127

TD Ameritrade offers a free, electronic document delivery service that's faster than regular mail and provides 24/7 access to your important documents.

It's **simple** - we'll send you an e-mail when your statement becomes available, and you can log on to access your documents anytime.

It's **secure** - your account information is very important to us, and we go to great lengths to ensure a safe online experience.

It **saves time & space** - no more filing or shredding of important, account-related papers. See your statements, trade confirmations and tax documents online whenever you want, or download them onto your computer and print them if you need to.

To sign up for electronic statements and trade confirmations, log on to your account and go to **My Profile** (under **Home**). In the **Communications** section of the page, click **Edit** next to **Trade confirmations** and/or **Statements**. Indicate that you want to receive your trade confirmations and/or statements via email, then click **Submit**.

Terms and Conditions

STATEMENT GUIDE

TD Ameritrade provides monthly Portfolio Reports for accounts with activity and quarterly reports for inactive accounts with assets.¹

Portfolio Summary: Tracks the current value of your portfolio as of the report date and compares it to the prior month.² The asset allocation indicates your portfolio diversification by investment type.

Multiple allocations under 5% will be grouped into the category of "Other" in the pie chart. $\text{Margin Equity} = \text{Total Account Equity} / (\text{Total Long Marginable Value} + \text{Total Short Value})$

Activity Summary: The opening and closing cash balances are reconciled here for your quick reference. All account activity is summarized for the current period and year-to-date.

Income & Expense Summary (non-IRAs only): This section details the income and expense totals from the Activity Summary and classifies the tax treatment.

Retirement Account Summary (IRAs only): Review the IRS regulated transactions for the current and prior years. IRS Form 5498 fair market value is based on the current value as of December 31 of the previous year and will be furnished to the Internal Revenue Service.

Performance Summary: Monitor your annual portfolio performance and the unrealized gains and losses for your future investment strategy.

Account Positions: View your investments at the current market value and compare the original cost to see unrealized gains and losses in your portfolio. Original cost is assigned using the first-in, first-out (FIFO) method, which assumes the first shares you sell are those you purchased first. The estimated investment income³ and average cost per share are displayed for your reference (the oldest purchase date is shown for an indication of your holding period).

Account Activity: All account activity is clearly defined, listed in date order, and reflected in the closing cash balance.

Trades Pending Settlement: Confirm your executed trades with a settlement date after month end. These transactions will be reflected in the Account Activity section next month.

Online Cash Services Transaction Detail: Cash management transactions that cleared during this statement reporting period, including check, debit card and ATM activity, are listed in date order.

Online Cash Services Summary: Credit and debit transaction totals for the current statement reporting period, are summarized. Individual transactions are not listed.

¹Due to rounding adjustments, the statement details may not equal the statement totals.

²Estimated Annual Income and Estimated Annual Yield values are based upon the number of shares owned or current value balance as of the statement date and the most recent dividend rate or cash yield provided.

GENERAL INFORMATION

TD Ameritrade does not provide legal or tax advice. Please consult your legal advisor or tax accountant when necessary. As a standard industry practice, phone conversations may be recorded for quality control and transaction verification purposes.

For TD Ameritrade Institutional clients, your advisor firm is separate from and not affiliated with TD Ameritrade, Inc. or TD Ameritrade Clearing, Inc., and each firm is not responsible for the products and services of the other.

Accuracy of Reports: If you find any errors or omissions in your account statement you should immediately call us at the number listed on page one of your statement. You should also contact our Clearing firm, TD Ameritrade Clearing, Inc. at 402-970-7724.

Please review this statement carefully. If you disagree with any transaction, or if there are any errors or omissions, please notify a Client Services representative or your local branch office, as well as TD Ameritrade Clearing, Inc. in writing within ten (10) days of your receipt of this statement. Any oral statements that you have made to us should be confirmed in writing. The statement will otherwise be considered conclusive.

Please notify us promptly of any changes in your contact information. Transactions reflected on your report will be conclusively deemed accurate unless you notify TD Ameritrade immediately.

Account Protection: Deposits held by TD Bank, N.A. and TD Bank USA, N.A., are insured by the FDIC (not covered by SIPC) up to \$250,000. Limits are per account ownership per institution. To learn more about FDIC coverage go to www.fdic.gov. Securities, including mutual funds, held in your Brokerage Account are not deposits or obligations of, or guaranteed by, any bank, are not FDIC-insured, and involve investment risks, including possible loss of principal. TD Ameritrade, Inc. is a member of the Securities Investor Protection Corporation (SIPC), which protects securities customers of its members up to \$500,000 (including \$250,000 for claims for cash). Explanatory brochure available on request at www.sipc.org. TD Ameritrade also provides \$149.5 million worth of protection for each client through supplemental coverage provided by London insurers. The \$149.5 million of coverage includes an additional \$900,000 limit on cash in the account. Each client is limited to a combined return of \$150 million from a Trustee, SIPC or London. The TD Ameritrade Insurance Policy does have an aggregate total coverage of \$250 million over all customers. This policy provides you coverage against theft following brokerage insolvency and does not protect against loss in market value of the securities.

An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. Although the funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a money market fund. Dividends are declared daily and paid/reinvested monthly. The prospectus contains this and other important information. Read the prospectus carefully before investing. Non-deposit investments held by your broker-dealer are NOT FDIC INSURED / NOT BANK GUARANTEED / MAY LOSE VALUE.

Tax Reporting: The portfolio report is not a tax document. You will receive Form 1099 for annual tax reporting in compliance with IRS requirements (includes taxable interest, dividends, capital gains, taxes withheld, and sales proceeds). Some payments are subject to reclassification which will be reflected on subsequent tax reports.

Cost Basis: Cost-Basis, tax lot and performance Reporting and Gainskeeper are offered and conducted by CCH INCORPORATED. TD Ameritrade is not responsible for the reliability or suitability of the information. TD Ameritrade and its Information providers ("Providers") do not guarantee the accuracy of the information and data provided. CCH INCORPORATED is a separate company and is not affiliated with TD Ameritrade.

Margin and Options Account Agreements: Promptly advise TD Ameritrade in writing of any change in your investment objectives or financial situation as they pertain to your margin or options account agreements. A summary of commissions and charges incurred with the execution of options transactions is available.

Current Market Prices: The market values of securities have been obtained, if available, from quotation services and other independent sources. Values are based on the closing price, the mean between the bid and asking prices, or other methods. Non-Priced securities are indicated by "NP" and may affect statement balances and totals. The valuations on your portfolio report are provided as general information and we do not guarantee the accuracy of any securities prices. Limited Partnerships and non-traded Real Estate Investment Trusts are generally illiquid and have no public markets; annual valuations are obtained from a third party or the general partner. Mortgage backed positions are valued using the remaining balance and the current market price. Portfolio report valuations may not represent sales proceeds. The secondary market for Certificates of Deposits (CDs) is generally illiquid and the actual value may be different from the purchase price. A significant loss of principal may result from the sale of a CD prior to maturity. Bonds and/or Fixed Income Securities trade differently than equity securities and do not trade on a liquid exchange. Rather, they trade in the OTC (over the counter) market and sufficient liquidity may not exist for you to sell your position prior to maturity. The sale of bonds prior to maturity may result in a loss of principal.

Non Standard Assets (NSA) are typically investments in direct participation program securities (partnerships, limited liability companies, or real estate investment trusts), commodity pools, private equity, private debt or hedge funds. NSAs are typically illiquid investments and do not trade on a national securities exchange or the Nasdaq Stock Market. The values shown for these investments are estimated values derived from various methods, including, but not limited to, independent appraisals, the program's net assets, and/or third party tender offers that have been provided by the management, administrator, and/or sponsor of each program, or by a third-party vendor without independent verification by TD Ameritrade. The values may represent an estimated value of the investor's participation in the program, as of a date no greater than 18 months prior to the date of this statement and they may not reflect the original purchase price, actual market value or be realized upon liquidation. If an estimated value is not

provided, valuation information was not available at the time of the issuance of the statement. For additional detail regarding valuation for Non-Standard Assets, please contact Client Services. These investments are not covered under the SIPC.

Auction Rate Securities ("ARS") Pricing: The market values for ARS securities have been obtained, if available, from quotation services or other independent sources. The accuracy of the pricing is not guaranteed. If a market value is not available, TD Ameritrade will price the ARS position, taking into consideration both the liquidity and underlying credit quality. The ARS market is currently experiencing a lack of liquidity and, as a result, there can be no assurance that such securities can be sold under current market conditions.

REGULATORY DISCLOSURES

All transactions are subject to (i) the constitution, rules, regulations, customs and usages of the exchange or market, and its clearinghouse, if any, on which such transactions are executed; (ii) federal laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended to date and in the future, and the rules and regulations promulgated thereunder; and (iii) the rules and regulations of FINRA and the Federal Reserve System.

For an investor brochure that includes information describing FINRA's Public Disclosure Program, please contact FINRA at 800-289-9999 or www.finra.org.

The interest rate shown for TD Ameritrade Cash is taken from the applicable interest rate tier for the Market Value balance in the TD Ameritrade Cash, as of the statement closing date. Simple interest is accrued daily based on the interest rate tier applicable to each day's balance.

Financial Statement Notification: The statement of financial condition for TD Ameritrade is available twice a year and may be obtained at no cost, via the internet at <http://www.tdameritrade.com/financialstatement.html>.

Allocation Method: In the event any of your securities are called or assigned, the securities will be selected on an impartial, random basis.

Free Credit Balances (Rule 15c3-2 & 3): Under the client protection rules, we may use free credit balances in your account in the ordinary course of our business which are payable to you on demand.

Margin Accounts (Regulation T): If you have a margin account, this report is a combination of your margin account and a special memorandum account. Trading on margin poses additional risks and is not suitable for all investors. A complete list of the risks associated with margin trading is available in the margin risk disclosure document. You may obtain a copy of this document by contacting us at the number listed on page one of your statement.

Payment for Order Flow (SEC Rules 606 and 607): In some circumstances, TD Ameritrade receives compensation for directing certain over-the-counter and listed equity order flow to selected market makers, brokers or dealers. Compensation is in the form of a per share cash payment. We post quarterly reports disclosing the venues for order routing execution at www.tdameritrade.com. A written copy is available upon request.

It is our policy, absent client orders to the contrary, to select brokers, dealers, and market makers based on the ability to provide best execution and the history of seeking price improvement on market orders. Price improvement is available under certain market conditions, and we regularly monitor executions to test for such improvement if available.

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Privacy Policy Notification: A copy of the TD Ameritrade privacy policy is available at www.tdameritrade.com.

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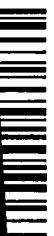


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