

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)

AgFeed USA, LLC,

Case No:13-11761

(Jointly Administered Under Case No 13-11761)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case.

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

Fair Harbor Capital, LLC as assignee of CLC Enterprises LLC

Name and address where notices should be sent:

Fair Harbor Capital, LLC
PO Box 237037
New York, NY 10023

Telephone number: 212 967 4035, Email: Vknnox@fairharborcapital.com

Check this box to indicate that 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):

RECEIVED
OCT. 28 2013
BMC GROUP

Telephone number:

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 1,203.60

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 6.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or charges

6. Amount of claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

2. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9):

\$ 1,203.60

(See instruction #2 on reverse side.)

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

Wages, salaries, or commission (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, which ever is earlier - 11 U.S.C. § 507(a)(4).

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

Up to \$2,600* 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)(____).

Amount entitled to priority:

\$ _____

5. Secured Claim (See instruction #5 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

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

Value of Property: \$ _____ Annual Interest Rate: _____ %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ Basis for Perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

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

If the documents are not available, please explain:

Date: 10/23/2013

Victor Knox, Member Fair Harbor Capital, LLC

Signature: The person filing this claim must sign. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

FOR COURT USE ONLY

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.

AgFeed POC



00108

FAIR HARBOR CAPITAL, LLC
1841 Broadway, Suite 1007
New York, NY 10023

Tel.: (212) 967-4035
Fax: (212) 967-4148



ATTACHMENT TO PROOF OF CLAIM OF FAIR HARBOR CAPITAL, LLC
As Assignee Of CLC Enterprises LLC

A. BASIS FOR CLAIM

1. The claim of Fair Harbor Capital, LLC ("FHC" or "Claimant") as assignee of CLC Enterprises LLC pursuant to an Assignment of Claim agreement (see docket #498) is based on amounts owing CLC Enterprises LLC by AgFeed USA, LLC (the "Debtor") for goods sold and/or services preformed to the Debtor prior to the Petition Date (the "Claim"), certain of which goods Claimant is advised were received by the Debtor in the ordinary course of its business during the twenty days preceding commencement of the Debtor's chapter 11 case pursuant to 11 U.S.C. §503(b)(9).

Specifically, Claimant claims administrative priority status pursuant to 11 U.S.C. §§ 507(a)(2) and 503(b)(9) with respect to \$1,203.60 of the Claim, and asserts the remainder of the Claim, i.e., an additional \$0, as a non-priority unsecured claim, for an aggregate Claim of \$1,203.60. The statements relating to the basis for the Claim set forth herein are based both on the books and records of CLC Enterprises LLC and representations made by employees and representatives of such entities, as provided to Claimant and dated invoice, attached.

<u>\$1,203.60</u>	+	<u>0</u>	=	<u>\$1,203.60</u>
Administrative Claim		Non Priority Unsecured Claim		Total Claim

B. RESERVATION OF RIGHTS

2. Claimant reserves the right to (i) amend, update and/or supplement this proof of claim at any time and in any respect, (ii) file additional proofs of claim for additional claims which may be based on the same or additional documents, and/or (iii) file a request for payment of administrative expenses in accordance with 11 U.S.C. §§ 503 and 507 including, without limitation, for expenses included in the total amount of this proof of claim.

3. This proof of claim is filed without prejudice to the filing by Claimant of additional proofs of claim with respect to any other liability or indebtedness of the Debtor or any of its subsidiaries or affiliates.

4. The filing of this proof of claim is not: (a) a waiver or release of Claimant's rights against any person, entity or property, (b) a consent by Claimant to the jurisdiction of this Court with respect to the subject matter of this claim, any objection hereto, or any other proceeding commenced in these cases against or otherwise involving Claimant, (c) a waiver of the right to move to withdraw the reference, or otherwise to challenge the jurisdiction of this Court, with respect to the subject matter of this claim, any objection hereto, or any other proceeding commenced in these cases against or otherwise involving Claimant, or to assert that the reference has already been withdrawn with respect to the subject matter of this claim, any objection hereto, or any other proceeding commenced in these cases against or otherwise involving Claimant, (d) an election of remedy, or (e) a waiver of any past, present or future defaults or events of defaults.

5. Claimant specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against Claimant entities by the Debtors, any debtor or non-debtor affiliate or other entity related thereto, any trustee for the Debtors' estates, any other party in interest in these bankruptcy cases, or any other person or entity whatsoever.

CLC ENTERPRISE, L.L.C. (dba)

Extinguishers Unlimited
 P.O. Box 302 - 605 N.E. 4th St.
 Guymon, OK 73942
 (580) 338-1382 / 338-0164:FAX

INVOICE

Date	Invoice #
6/27/2013	43930-13

Bill To
M2P2 Attn: Acct's Payable Rt. 2, Box 109 Turpin, OK 73950

Ship To
M2P2 Attn: Acct's Payable Rt. 2, Box 109 Turpin, OK 73950

P.O. No.	Terms	Due Date	Rep	Ship Date	Ship Via	Location	Buyer
Verbal	Net 30	7/27/2013	JH	6/27/2013	Stock/UPS	Turpin	Mely

Item	Description	Qty	B/O	Rate	Amount
4105	Eye Wash 4 Oz	19 0		4.40	83.60T
72038	Compact Survival Wrap, 52" x 84"	6 0		4.95	29.70T
6300	7/8" x 3" Fabric Strip, 50 Ct.	20 0		5.25	105.00T
6205	3 X 3 Gauze Pads 10 Ct	3 0		2.60	7.80T
6113	3" Flexicon Roller Gauze 100 Ct	16 0		2.40	38.40T
8203	Kit Tweezers, 2 Pair	10 0		1.90	19.00T
8205	Kit Scissors	13 0		2.15	27.95T
6248	Tri Cut Tape	12 0		4.85	58.20T
3025	BZK Antiseptic Towelettes, Bx/25	10 0		6.25	62.50T
7921	Glove Wipes w/Towelettes	10 0		1.95	19.50T
6400	Triangle Bandage	15 0		4.20	63.00T
32188	Conco Curved Finger Splint, Padded, Med., Pkg/6	6 0		12.20	73.20T
32189	Conco Curved Finger Splint, Padded, Large, Pkg/6	6 0		13.65	81.90T
8060	CPR Microshield	7 0		8.95	62.65T
3001	Green Guard 3oz Antiseptic Spray	14 0		5.65	79.10T
2251	Ibuprofen Relief 250 CT	15 0		22.00	330.00T
33233	Elastic Wrap Bandage w/Hooks, 3" x 5yd	13 0		2.25	29.25T
F J	Freight			32.85	32.85
	Tax Exempt			0.00	0.00

Thank you for your business.	Total	\$1,203.60
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web: www.cojosales.com
 email: ccjc@ptsi.net
 OK LIC. #256

FAIR HARBOR CAPITAL, LLC
1841 Broadway Suite 1007
New York, NY 10023

Tel.: (212) 967-4035
Fax: (212) 967-4148



October 23, 2013

BMC Group, Inc.
Attn: AgFeed USA, LLC Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

Subject: Agfeed USA, LLC
Administrative Proof of Claim

Dear Claims Agent:

Attached please find an administrative proof of claim in regards to the above referenced case.

Please docket and send a stamped copy back in the attached envelope.

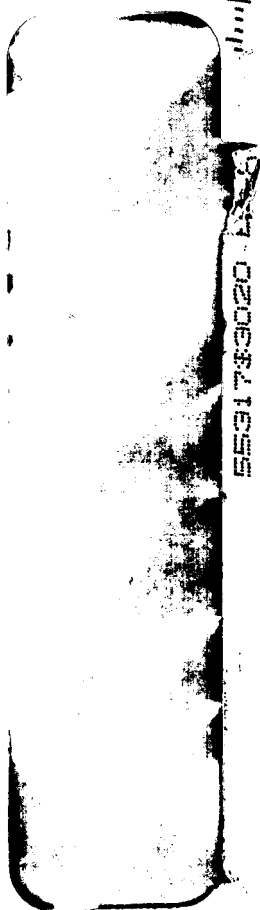
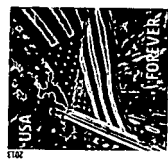
Sincerely,

Fredric Glass
A Member of Fair Harbor Capital, LLC



1841 BROADWAY, SUITE 1007
NEW YORK, NEW YORK 10023

RECEIVED
OCT 28 2013
BMC GROUP



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