

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 USA, LLC Case Number: 13-11761

Name of Creditor (the person or other entity to whom the debtor owes money or property):
Claims Recovery Group LLC (As Assignee of Flathead Metals, Inc.)

COURT USE ONLY

Name and address where notices should be sent:
Claims Recovery Group LLC
92 Union Avenue
Crosskill, NJ 07626

Telephone number: 201.266.6988 email:

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

RECEIVED
 NOV 04 2013

Court Claim Number: 60
 (If known)

Filed on: 10/21/13

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

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: \$501.50 (entitled to 503(b)(9) administrative priority)

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: \$ _____
 (See instruction #1a)

2. Basis for Claim: goods delivered w/ the 20 days prior to the filing
 (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:

\$ _____

Value of Property: \$ _____

Basis for perfection: _____

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

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.

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 adjustm

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): 501.50
 (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: Allison Axenrod
 Title: _____
 Company: Claims Recovery Group LLC
 Address and telephone number (if different from notice address above): _____

[Signature] 10/29/13
 (Signature) (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

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.



205 North 5th Avenue, Lebanon, PA 17046
 PH (717) 274 - 9481 FAX (717) 274 - 9483

INVOICE
 # 17668

6/24/13

FARROWING DOOR TAB

AGFEED
 365 NORTH PHELPS ROAD
 COLUMBIA NC 27925

(252) 796-2037

Account#	Deliver	Ship Via	Salesperson	Terms	Your Order Number		
AGFEE 0	6/28/13	UPS	LJH	2%10, NET 30	30	4188	
Quantity	Item	Description	List Price	Unit	Your Price	Amount	
500		FARROWING CRATE DOOR TAB		EA	.88	440.00	T
1	SHIP	shipping cost		EA	61.50	61.50	T
						TOTAL	501.50

Thank You

\$25.00 MINIMUM CHARGE ON ALL ORDERS

You may deduct \$10.03 if you pay before 7/ 4/13

1.50% per month, 18.00% annual (\$25.00 minimum) charged on past due invoice

DUE DATE: 7/24/13

Received by _____

AMOUNT DUE: 501.50



INVOICE
17668

205 North 5th Avenue, Lebanon, PA 17046
PH (717) 274 - 9481 FAX (717) 274 - 9483

6/24/13

AGFEED
365 NORTH PHELPS ROAD
COLUMBIA NC 27925

Attn: Shannon

FARROWING DOOR TAB

(252) 796-2037

Account#	Deliver	Ship Via	Salesperson	Terms	Your Order Number	
AGFEE 0	6/28/13	UPS	LJH	2&10, NET 30	4188	
Quantity	Item	Description	List Price	Unit	Your Price	Amount
500		FARROWING CRATE DOOR TAB		EA	.88	440.00 T
1	SHIP	shipping cost		EA	61.50	61.50 T
<p><i>UPS 44.50</i> <i>Packaging 17.00</i> <i>fee \$61.50</i></p>						
<i>Thank You</i>					TOTAL	501.50

\$25.00 MINIMUM CHARGE ON ALL ORDERS
You may deduct \$10.03 if you pay before 7/ 4/13
1.50% per month, 18.00% annual (\$25.00 minimum) charged on past due invoic
DUE DATE: 7/24/13

Received by _____

AMOUNT DUE: 501.50

Pickup Date: 24-Jun-2013
 Pickup Record No.: 2383 5547 84

UPS Account No.: Y08W31
 Sorted By: Order of Shipment

All charges are in USD; fuel surcharge included where applicable.

Name / Address	Shipment Detail	Options	Published Rate Charges
Ship To: AGFEED 366 NORTH PHELPS ROAD COLUMBIA NC 27925 United States	Service Type: GROUND	Shipment Service Charge:	44.50
	Total Packages: 2		
	Billable Wt.: 100.0 lb		
	Transportation: Shipper		
	Package Ref No.1: 26099		
	Tracking No.: 1ZY08W310360804269	Package Service Charge:	22.25
	Package Type: Package		
	Weight: 60.0 lb		
	Package Ref No.1: 26099		
	Delivery Area Surcharge: Rural Extended		
	Tracking No.: 1ZY08W310358211672	Package Service Charge:	22.25
	Package Type: Package		
	Weight: 50.0 lb		
	Delivery Area Surcharge: Rural Extended	UPS Total Charge:	44.50

Summary Totals:

Shipment Option	Shpts	Pkgs	Pub.Charges	Billing Option	Shpts	Pkgs	Pub Charges
Package Option				Prepaid	1	2	44.50
				TOTAL CHARGES			44.50
				1 Shipment(s)			
				2 Package(s)			

All charges are in USD; fuel surcharge included where applicable.
 Your invoice may vary from the displayed rates.
 * Indicates Shipper-Paid Declared Value

PICKUP SUMMARY BARCODE REPORT

SHIP DATE: JUN 24, 2013
 SHIPPING RECORD: 2383 5547 84
 ACCOUNT NUMBER: Y08 - US1
 CUSTOMER

FLINTWOOD METALS INC
 205 NORTH 5TH AVE
 LEBANON PA 17046

91 Y08 US1 2383 55478 00042 6



DRIVER SUMMARY

TOTAL NUMBER OF PACKAGES = 2

1DA	0	INT'L pkgs	0	/shpts	0
2DA	0	CODS	0		
3DS	0				

SHIPMENTS SUBJECT TO TERMS OF AGREEMENT ON FILE

Received By: *Mark Grogan*
 Pickup Time: 2:57 Pkgs: 2

US 14.0.21 LP2844 351 DR 04/2013





Proof of Delivery

Agfeed

[Close Window](#)

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

Tracking Number: 1ZY08W310360804269
Reference Number(s): 26099
Service: UPS Ground
Weight: 50.00 lbs
Shipped/Billed On: 06/24/2013
Delivered On: 06/26/2013 6:12 P.M.
Delivered To: 365 N PHELPS RD
 COLUMBIA, NC, US 27925
Signed By: SWAIN
Left At: Front Door

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 07/22/2013 2:08 P.M. ET

[Print This Page](#)

[Close Window](#)

Flintwood Metals, Inc.
205 North Fifth Avenue
Lebanon, PA 17048
Phone: 717-274-9481



Proof of Delivery

Agreed

[Close Window](#)

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

Tracking Number: 1ZY08W310358211672

Reference Number(s): 26099

Service: UPS Ground

Weight: 50.00 lbs

Shipped/Billed On: 06/24/2013

Delivered On: 06/26/2013 6:12 P.M.

Delivered To: 365 N PHELPS RD
COLUMBIA, NC, US 27925

Signed By: SWAIN

Left At: Front Door

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 07/22/2013 2:19 P.M. ET

[Print This Page](#)

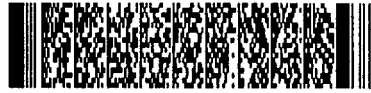
[Close Window](#)

Flintwood Metals, Inc.
205 North Fifth Avenue
Lebanon, PA 17046
Phone: 717-274-9481

P

US POSTAGE & FEES PAID
PRIORITY MAIL
FLAT-RATE ENVELOPE
COMMERCIAL BASE PRICING

062S0007344972
FROM 07626



stamps
10/29/2013

PRIORITY MAIL 2-DAY™

CRG LLC
92 UNION AVE
CRESSKOPF, MN

RECEIVED

SA

0006

NOV 04 2013

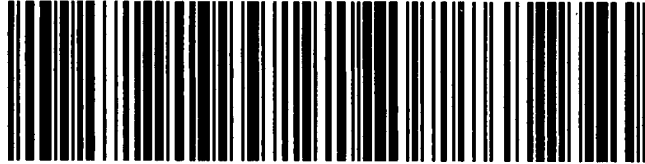
B050

BMC GROUP

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



USPS TRACKING #



9405 5118 9956 0536 6444 57