

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	<b>REGULAR MAIL:</b> BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING PO Box 3020 CHANHASSEN, MN 55317-3020  <b>MESSENGER/OVERNIGHT DELIVERY</b> BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING 18675 LAKE DRIVE EAST CHANHASSEN, MN 55317	<b>PROOF OF CLAIM / REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE</b>
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Name of Debtor: <b>AgFeed Industries, Inc.</b>	Case Number: <b>13-11762</b>	<b>COURT USE ONLY</b>
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Edward J. Pazdro</b>		

Name and address where notices should be sent: <b>Edward J. Pazdro</b> <b>c/o Lyle Roberts</b> <b>Cooley LLP</b> <b>1299 Pennsylvania Ave., NW - Suite 700</b> <b>Washington, DC 20004-2400</b>  Telephone number: <b>(202) 842-7855</b> email: <b>Lroberts@cooley.com</b>	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>NOV 11 2013</b> </div>	<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ <i>(If known)</i>  Filed on: _____
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Name and address where payment should be sent (if different from above):    Telephone number: _____ email: _____	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>BMC GROUP</b> </div>	<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.
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**1. Amount of Claim as of Date Case Filed:** \$ Unliquidated - SEE ATTACHED

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:** Indemnification - SEE ATTACHED  
 (See instruction #2)

<b>3. Last four digits of any number by which creditor identifies debtor:</b>  _____	<b>3a. Debtor may have scheduled account as:</b>  _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b>  _____ (See instruction #3b)
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<b>4. Secured Claim (See instruction #4)</b> 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)	<b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b>  \$ _____  <b>Basis for perfection:</b> _____  <b>Amount of Secured Claim:</b> \$ _____  <b>Amount of Unsecured:</b> \$ _____
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**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 checked="" 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 checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(2)

**Amount entitled to priority:**  
\$ Unliquidated - SEE ATTACHED

\*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: Lyle Roberts  
 Title: Partner  
 Company: Cooley LLP  
 Address and telephone number (if different from notice address above):  
See above  
 \_\_\_\_\_  
 Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

 Nov. 8, 2013  
 (Signature) (Date)

*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**

<p><b>Court, Name of Debtor, and Case Number:</b>                  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.</p> <table border="1" style="width: 100%;"> <tr><td>AgFeed USA, LLC</td><td>13-11761</td></tr> <tr><td>AgFeed Industries, Inc.</td><td>13-11762</td></tr> <tr><td>Genetics Land, LLC</td><td>13-11776</td></tr> <tr><td>Genetics Operating, LLC</td><td>13-11769</td></tr> <tr><td>Heritage Farms, LLC</td><td>13-11767</td></tr> <tr><td>Heritage Land, LLC</td><td>13-11768</td></tr> <tr><td>M2P2 AF JV, LLC</td><td>13-11774</td></tr> <tr><td>M2P2 Facilities, LLC</td><td>13-11770</td></tr> <tr><td>M2P2 General Operations, LLC</td><td>13-11772</td></tr> <tr><td>MGM, LLC</td><td>13-11771</td></tr> <tr><td>Midwest Finishing, LLC</td><td>13-11775</td></tr> <tr><td>New Colony Farms, LLC</td><td>13-11766</td></tr> <tr><td>New Colony Land Company, LLC</td><td>13-11773</td></tr> <tr><td>New York Finishing, LLC</td><td>13-11764</td></tr> <tr><td>Pork Technologies, LC</td><td>13-11765</td></tr> <tr><td>TS Finishing, LLC</td><td>13-11763</td></tr> </table> <p>If your claim is against multiple Debtors, complete a separate form for each Debtor.</p> <p><b>Creditor's Name and Address:</b>                  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)).</p> <p><b>1. Amount of Claim as of Date Case Filed:</b>                  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.</p> <p><b>1a. Amount of Administrative Claim arising after Date Case Filed:</b>                  State the total amount owed pursuant to section 503(b), <i>excluding</i> any amounts owed under section 503(b)(9), on account of claims arising from the period</p>	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	<p><b>3b. Uniform Claim Identifier:</b>                  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.</p> <p><b>4. Secured Claim:</b>                  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.</p> <p><b>5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):</b>                  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.</p> <p><b>6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9):</b>                  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.</p> <p><b>7. Credits:</b>                  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.</p> <p><b>8. Documents:</b>                  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.</p> <p><b>9. Date and Signature:</b>                  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</p>
AgFeed USA, LLC	13-11761																																
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Pork Technologies, LC	13-11765																																
TS Finishing, LLC	13-11763																																

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](http://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.

**ATTACHMENT TO EDWARD J. PAZDRO'S PROOF OF CLAIM**  
**AGFEED INDUSTRIES, INC.**

Edward J. Pazdro formerly served as Chief Financial Officer of AgFeed Industries, Inc. ("the "Debtor"). He is currently the Chief Accounting Officer of the Debtor as well. Mr. Pazdro is entitled to indemnification and advancement of costs from the Debtor for any litigation expenses incurred in defending actions brought against him in his capacity as Chief Financial Officer or Chief Accounting Officer of the Debtor. The Debtor's obligation to indemnify Mr. Pazdro 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 has served a Wells Notice on Mr. Pazdro premised upon actions taken while he served as Chief Financial Officer and Chief Accounting Officer of the Debtor. Mr. Pazdro 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.

Mr. Pazdro 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 Mr. Pazdro and his service as Chief Financial Officer or Chief Accounting Officer of the Debtor.

In addition, Mr. Pazdro 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 Mr. Pazdro 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.

Mr. Pazdro's claim is presently unliquidated in amount as Mr. Pazdro continues to incur costs in connection with his defense of the Wells Notice. Accordingly, Mr. Pazdro expressly reserves his right to amend his claim at any time. Mr. Pazdro reserves the right to assert that his claim is an administrative expense claim of the estate pursuant to 11 U.S.C. § 503.

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

From: (202) 842-7800  
Cathy Malick  
Cooley LLP  
1299 Pennsylvania Avenue, Suite 700  
Washington, DC 20004

Origin ID: RDVA



Ship Date: 08NOV13  
ActWgt: 0.5 LB  
CAD: 103882864AWSX12500

Delivery Address Bar Code



RECEIVED  
NOV 11 2013  
BMC GROUP

SHIP TO: 18006551129 **BILL SENDER**  
Attn: AgFeed USA Claims Processing  
BMC Group, Inc.  
18675 Lake Dr E  
Chanhassen, MN 55317

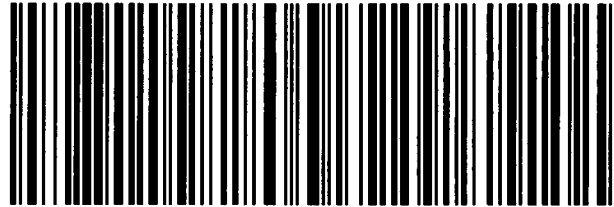
Ref # 320757-201-16511  
Invoice #  
PO #  
Dept #

MON - 11 NOV 10:30A  
PRIORITY OVERNIGHT

TRK# 7971 1652 2469  
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ASR  
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MSP

**XH FBLA**



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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.