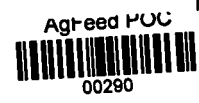


<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Delaware</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>AgFeed USA, LLC</b>		Case Number: <b>13-11761</b>	
NOTE: <i>Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Foley &amp; Lardner LLP</b>			<b>COURT USE ONLY</b>
Name and address where notices should be sent: <b>Foley &amp; Lardner LLP</b> Attn: Michael J. Small & Lars A. Peterson 321 N. Clark St., Suite 2800, Chicago, IL 60654-5313 Telephone number: (312) 832-4500 email: msmall@foley.com; lapeterson@foley.com			<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where payment should be sent (if different from above):  Telephone number: _____ email: _____			<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.  <b>RECEIVED</b>
1. Amount of Claim as of Date Case Filed: \$ <u>1,180.50</u>			<b>NOV 12 2013</b>
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.			<b>BMC GROUP</b>
<input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.			
2. Basis for Claim: <u>Legal services (see attached addendum)</u> (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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:		Basis for perfection: _____	
Value of Property: \$ _____		Amount of Secured Claim: \$ _____	
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount Unsecured: \$ _____	
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.			
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).	Amount entitled to priority: \$ _____
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).	
*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. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #1)			



**7. 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:

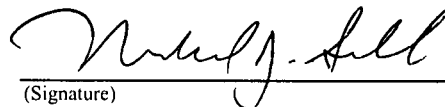
**8. Signature:** (See instruction #8)

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 3004.)    (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Michael J. Small  
Title: Partner  
Company: Foley & Lardner LLP  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

 11/11/13  
(Signature) (Date)

Telephone number: (312) 832-5832 email: msmall@foley.com

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 federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the 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.

**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 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

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

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 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. 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.

**7. 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.

**8. 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 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 a 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.

**ADDENDUM TO PROOF OF CLAIM  
FILED BY FOLEY & LARDNER LLP.**

**Nature of Claim**

Creditor Foley & Lardner LLP (“Foley”) holds the following unsecured claims against Debtors AgFeed Industries, Inc. and AgFeed USA, LLC for unpaid attorney’s fees in connection with Foley’s representation of the Debtors prior to the petition date in various matters:

<b>Debtor</b>	<b>Case No.</b>	<b>Amount of Claim</b>
AgFeed Industries, Inc.	13-11762	\$1,251,179.53
AgFeed USA, LLC	13-11761	\$1,180.50
<b>Total:</b>		<b>\$1,252,360.03</b>

A true and correct copy of a summary of the Debtors’ unpaid invoices for prepetition services is attached as Exhibit 1. The detailed invoices are not provided here because they are voluminous, and contain privileged attorney-client communications. Foley will make the invoices available to the Debtor upon request.

On its Schedule F, AgFeed Industries, Inc. scheduled a prepetition debt to Foley in the amount of \$1,396,687.34. [See Schedules of Assets and Liabilities of AgFeed Industries, Inc., Docket No. 198, at page 25]. Foley’s own records show that as of the petition date, Foley held claims in a lesser amount, with claims against AgFeed Industries, Inc. in the amount of \$1,251,179.53, as set forth herein.

AgFeed USA, LLC did not schedule any prepetition debt to Foley. [See Schedules of Assets and Liabilities of AgFeed USA, LLC., Docket No. 196]. Foley’s own records show that as of the petition date, Foley held claims against AgFeed USA, LLC in the amount of \$1,180.50, as set forth herein.

**Reservation of Rights**

Foley reserves any and all rights it has or may have in law and in equity and any and all rights it has or may have under state law, or federal law. Foley further reserves all rights to amend or supplement this proof of claim.

**EXHIBIT 1**

**Summary of Unpaid Amounts for Prepetition Services**

Description	Invoice	Date	Fees	Cost	Total
Invoice	34075729	8/24/2012	88,071.00	3,026.40	91,097.40
Invoice	34081717	9/14/2012	49,648.50	2,911.80	52,560.30
Invoice	34081718	9/14/2012	24,055.00	581.51	24,636.51
Invoice	34095680	10/19/2012	64,261.50	130.44	64,391.94
Invoice	34095681	10/19/2012	7,270.00	0.00	7,270.00
Invoice	34095682	10/19/2012	63,267.50	0.00	63,267.50
Payment	WT1/22	1/22/2013	-25,214.95	0.00	-25,214.95
Balance	34095682	10/19/2012	38,052.55	0.00	38,052.55
Invoice	34095684	10/19/2012	56.00	0.00	56.00
Invoice	34095686	10/19/2012	56.00	0.00	56.00
Invoice	34095688	10/19/2012	56.00	0.00	56.00
Invoice	34108084	11/26/2012	54,374.00	80.09	54,454.09
Invoice	34108085	11/26/2012	27,072.50	113.52	27,186.02
Invoice	34108086	11/26/2012	14,092.50	0.00	14,092.50
Invoice	34108087	11/26/2012	1,250.00	11.49	1,261.49
Invoice	34108090	11/26/2012	172,668.50	277.25	172,945.75
PAYNYC	7/5WIRE	7/15/2013	-80,178.29	-277.25	-80,455.54
Balance	34108090	11/26/2012	92,490.21	0.00	92,490.21
Invoice	34108091	11/26/2012	236.00	0.00	236.00
Invoice	34121216	12/31/2012	36,813.00	1,658.39	38,471.39
Invoice	34121217	12/31/2012	16,450.00	2.11	16,452.11
Invoice	34121218	12/31/2012	9,410.00	0.00	9,410.00
Invoice	34121219	12/31/2012	57.00	0.00	57.00

Foley & Lardner LLP  
 Proof of Claim

Exhibit 1

Invoice	34121220	12/31/2012	129.50	0.00	129.50
Invoice	34121223	12/31/2012	92,663.50	204.26	92,867.76
Invoice	34121224	12/31/2012	5,670.00	0.00	5,670.00
Invoice	34124444	1/9/2013	41,979.00	370.44	42,349.44
Invoice	34124445	1/9/2013	9,320.00	0.00	9,320.00
Invoice	34124446	1/9/2013	13,087.50	0.00	13,087.50
Invoice	34124447	1/9/2013	2,385.00	0.00	2,385.00
Invoice	34124448	1/9/2013	169.00	0.00	169.00
Invoice	34124450	1/9/2013	112.00	0.00	112.00
Invoice	34124451	1/9/2013	283.00	10.52	293.52
Invoice	34124454	1/9/2013	7,591.00	2,784.89	10,375.89
Invoice	35004539	2/20/2013	94,566.00	1,509.14	96,075.14
Invoice	35004540	2/20/2013	8,677.50	0.00	8,677.50
Invoice	35004541	2/20/2013	5,845.00	1.94	5,846.94
Invoice	35004544	2/20/2013	283.50	0.00	283.50
Invoice	35013212	3/13/2013	11,367.50	0.00	11,367.50
Invoice	35013218	3/13/2013	2,508.00	0.00	2,508.00
Invoice	35024473	4/12/2013	56,202.50	192.2	56,394.70
Payment	WT4#15	4/22/2013	-32,565.16	-192.2	-32,757.36
Balance	35024473	4/12/2013	23,637.34	0	23,637.34
Invoice	35024474	4/12/2013	6,131.00	0.00	6,131.00
Invoice	35024479	4/12/2013	792.00	0.00	792.00
Invoice	35034703	5/8/2013	96,873.00	494.94	97,367.94
Invoice	35034704	5/8/2013	11,681.50	0.00	11,681.50
Invoice	35034707	5/8/2013	132.00	0.00	132.00

Invoice	35050399	6/19/2013	20,129.50	295.21	20,424.71
Invoice	35050400	6/19/2013	6,533.00	0.00	6,533.00
Invoice	35050401	6/19/2013	2,910.00	0.00	2,910.00
Invoice	35050403	6/19/2013	370.50	0.00	370.50
Invoice	35050405	6/19/2013	25,877.50	0.00	25,877.50
Invoice	35050408	6/19/2013	5,265.50	0.00	5,265.50
Invoice	35056210	7/8/2013	23,254.50	1,379.55	24,634.05
Invoice	35056211	7/8/2013	4,813.50	0.00	4,813.50
Invoice	35056212	7/8/2013	4,058.50	0.00	4,058.50
Invoice	35056214	7/8/2013	56,534.50	0.00	56,534.50
Invoice	35056216	7/8/2013	22,575.00	0.00	22,575.00
Invoice	35061384	7/18/2013	20,953.00	890.79	21,843.79
Invoice	35061385	7/18/2013	1,634.00	0.00	1,634.00
Invoice	35061386	7/18/2013	1,088.50	0.00	1,088.50
Invoice	35061609	7/19/2013	77,492.50	68.50	77,561.00
Invoice	35061610	7/19/2013	1,508.00	0.00	1,508.00

**Subtotals for AgFeed Industries, Inc.:**    **1,234,653.60**    **16,525.93**    **1,251,179.53**

Description	Invoice	Date	Fees	Cost	Total
Invoice	34095690	10/19/2012	878.00	0.00	878.00
Invoice	34108089	11/26/2012	302.50	0.00	302.50

**Subtotals for AgFeed USA:**    **1,180.50**    **0.00**    **1,180.50**

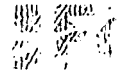
**Totals:**    **1,235,834.10**    **16,525.93**    **1,252,360.03**

ORIGINAL





FOLEY & LARDNER LLP



ATTORNEYS AT LAW  
321 NORTH CLARK STREET, SUITE 2800  
CHICAGO, IL 60654-5313  
312.832.4500 TEL  
312.832.4700 FAX  
WWW.FOLEY.COM

WRITER'S DIRECT LINE  
312.832.4718  
khall@foley.com EMAIL

CLIENT/MATTER NUMBER  
102547-0120

November 11, 2013

Via FedEx

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

Re: In re AgFeed USA, LLC (Case No. 13-11761)  
In re AgFeed Industries, Inc. (Case No. 13-11762)

Dear Sir/Madam,

Enclosed please find originals and copies of two (2) proof claims relating to the above referenced bankruptcies, for creditor: Foley & Lardner LLP. I would very much appreciate it if you returned time stamped copies in the enclosed self-addressed Federal Express envelope.

Best regards,

Katherine E. Hall  
Paralegal

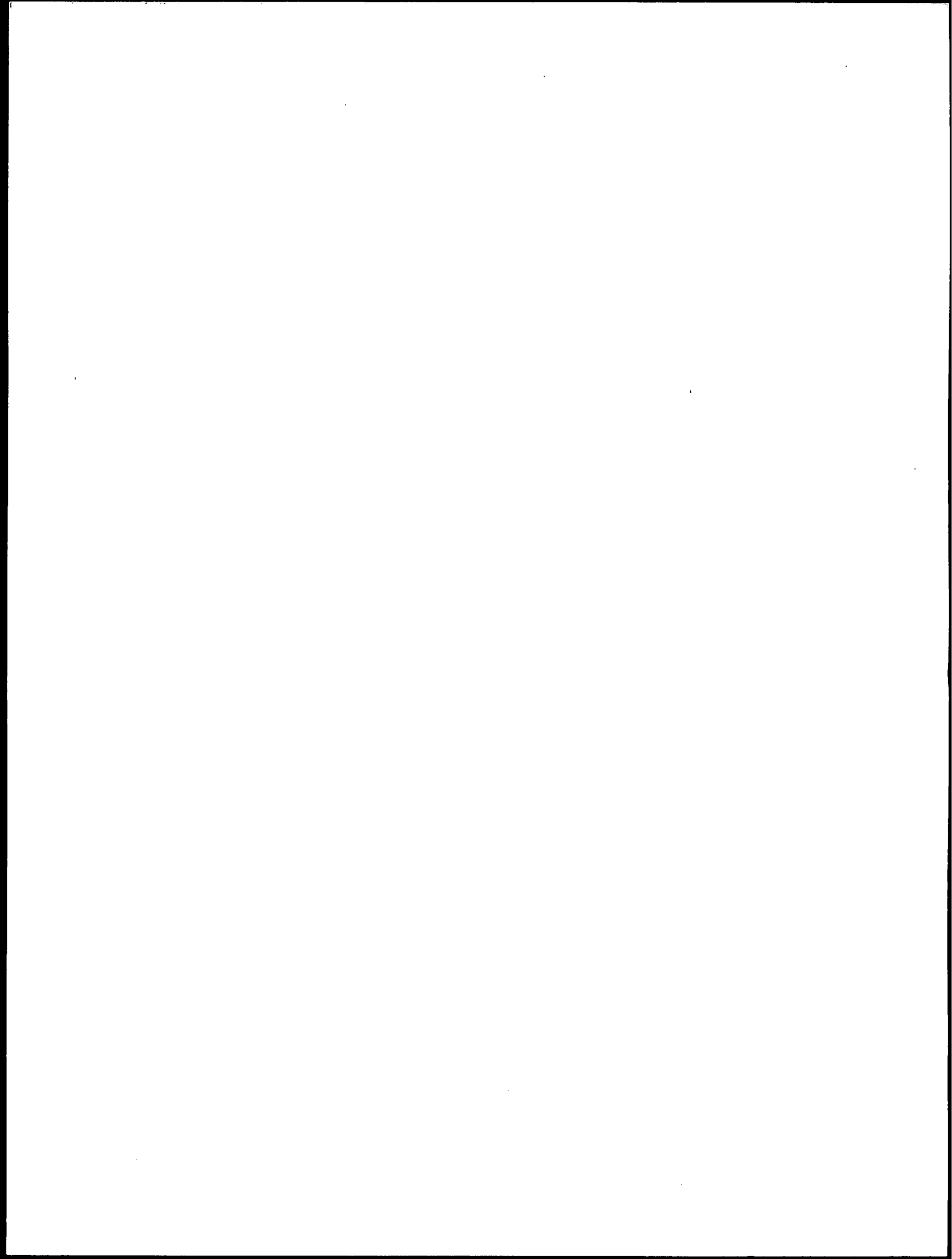
BOSTON  
BRUSSELS  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MIAMI

MILWAUKEE  
NEW YORK  
ORLANDO  
SACRAMENTO

SAN DIEGO  
SAN DIEGO/DEL MAR  
SAN FRANCISCO  
SHANGHAI

SILICON VALLEY  
TALLAHASSEE  
TAMPA  
TOKYO  
WASHINGTON, D.C.



From: (312) 832-4307  
Katherine Hall  
Foley & Lardner LLP  
321 North Clark Street  
Suite 2800  
Chicago, IL 60654

Origin ID: GYYA



J12201306280226

SHIP TO: (312) 832-4718  
AgFeed USA, LLC Claims Processing  
BMC Group, Inc.  
18675 Lake Dr E

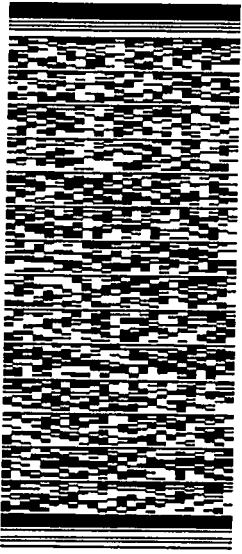
BILL SENDER

RECEIVED

Chanhassen, MN 55317

NOV 12 2013

BMC GROUP



Ship Date: 11NOV13  
ActWgt: 1.0 LB  
CAD: 103789613MWSX12500

Delivery Address Bar Code



Ref # 102547-0120-0367  
Invoice #  
PO #  
Dept #

RECEIVED

NOV 12 2013

RELEASE#: 3785346  
BMC GROUP

TRK# 7971 2790 5214  
0204

TUE - 12 NOV 10:30A  
PRIORITY OVERNIGHT

XHFBLA

55317  
MINNUS  
MSP

