

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>	<u>REGULAR MAIL:</u> BMC GROUP, INC. ATTN: AGFEED USA, LLC CLAIMS PROCESSING PO Box 3020 CHANHASSEN, MN 55317-3020  <u>MESSENGER/OVERNIGHT DELIVERY</u> 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>
--	--	---

Name of Debtor: <b>Heritage Farms, LLC</b>	Case Number: <b>13-11767</b>	<b>COURT USE ONLY</b>
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Employers Insurance Company of Wausau</b>		

Name and address where notices should be sent:  <b>Liberty Mutual Ins. Co., Attn: Commercial Insurance Collections</b> <b>100 Liberty Way</b> <b>Dover, NH 03820</b>  Telephone number: <b>(603) 749-2600</b> email: <b>colette.viola@libertymutual.com</b>	<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  <b>Court Claim Number:</b> _____ <i>(If known)</i>  <b>Filed on:</b> _____
---	---

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 a copy of statement giving particulars.  <div style="text-align: center; font-size: 1.2em; font-weight: bold;">RECEIVED</div>
---	---

<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>620,718.00 contingent and unliquidated</u>  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.  <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.  <b>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:</b> \$ _____ (See instruction #1a)	<div style="font-size: 1.5em; font-weight: bold;">DEC 11 2013</div> <div style="font-size: 1.5em; font-weight: bold;">BMC GROUP</div>
--	--

<b>2. Basis for Claim:</b> <u>Commercial Insurance Premiums</u> (See instruction #2)	
---	--

<b>3. Last four digits of any number by which creditor identifies debtor:</b>  <u>5 0 1 2</u>	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)
---	--	---

<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 checked="" type="checkbox"/> Other Describe: <u>Right of setoff and/or recoupment</u>  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> \$ _____
--	---

<b>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.</b>		
<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).
<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)(____)
		<b>Amount entitled to priority:</b> \$ _____

*\*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 adjust*

<b>6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9):</b> _____ (See instruction #6)	<div style="font-weight: bold;">AgFeed POC</div> <div style="font-weight: bold; font-size: 0.8em;">00459</div>
--	--

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:

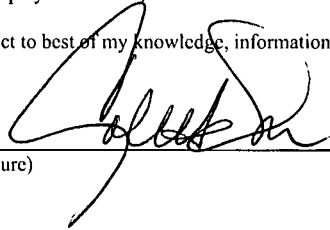
9. Signature: (See instruction #9)

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: Colette Viola  
 Title: Lead Accountant  
 Company: Liberty Mutual Group Inc.  
 Address and telephone number (if different from notice address above):  
 \_\_\_\_\_  
 \_\_\_\_\_

  
 \_\_\_\_\_  
 (Signature) 12/3/2013  
 \_\_\_\_\_  
 (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
T/S 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](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(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

ATTACHMENT TO PROOF OF CLAIM OF  
EMPLOYERS INSURANCE COMPANY OF WAUSAU

The partially unliquidated and contingent secured and general unsecured prepetition claim (the "Claim") of Employers Insurance Company of Wausau, on behalf of itself and its affiliates and subsidiaries (collectively, "Wausau"), arises from insurance policies and related agreements (collectively, the "Policies") pursuant to which AgFeed USA, LLC and certain related entities (collectively, the "Debtor") is liable to pay premiums and related charges.

The Policies provide, subject to their terms, conditions, limitations, and exclusions, certain insurance coverage for the benefit of the Debtor, including, without limitation, workers' compensation coverage for the period from approximately March 2009 until March 2013. Certain Policies include provisions whereby premiums are subject to future audit, or the Debtor may be obligated to pay amounts within the deductible layer of the applicable policy. Wausau's prepetition claim is liquidated in the amount of \$620,718.00, for amounts due to Wausau on account of, among other things, premium obligations and loss billings. The remainder of Wausau's prepetition claim is unliquidated and contingent because, under the provisions of the Policies, additional premiums and related charges may be due and owing to Wausau.

Wausau's claims are secured by a right of setoff and/or recoupment in any credits or refunds that may be owing now or in the future to the Debtor. Wausau hereby files a protective claim for reimbursement of any of the Debtor's indemnification obligations that may be covered under the terms of the Policies, should they exist, and for damages arising from any breach by the Debtor of its obligations under the Policies.

Wausau expressly reserves all of its rights under the Policies, the Bankruptcy Code and applicable law, and nothing herein shall affect Wausau's rights under the same. Further, Wausau expressly reserves all of its rights against all non-debtor parties who may be or may become liable under or with respect to the Policies, including, without limitation, claims against non-debtor parties for misrepresentation in connection with payments, releases, or other transfers made or given by Wausau. Given the nature of the Policies and the Debtor's obligations under them, Wausau further reserves the right to supplement or amend its claims as circumstances warrant. Documentation supporting Wausau's claim is voluminous and is available upon request to Wausau's counsel at the address set forth below:

Douglas R. Gooding, Esq.  
Meg McKenzie Feist, Esq.  
Choate Hall & Stewart LLP  
Two International Place  
Boston, MA 02110  
Tel: (617) 248-5000  
Fax: (617) 248-4000

---

**Feist, Meg McKenzie**

---

**From:** Markow, Ashley <AMarkow@ycst.com>  
**Sent:** Tuesday, December 10, 2013 10:27 AM  
**To:** Feist, Meg McKenzie  
**Cc:** Gooding, Doug; Bowman, Donald; Brady, Robert  
**Subject:** RE: Liberty // AgFeed (Case No. 13-11761, Bankr. D. Del. 2013)

Meg,

The Debtors and the committees appointed in these cases have agreed to consent to the late filing of the Employers Insurance Company of Wausau claims you sent last week. The Debtors reserve their rights to otherwise object to these claims.

Best regards,

Ashley E. Markow  
Associate  
Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
P 302.571.6634  
F 302.576.3316  
AMarkow@ycst.com

This message may contain confidential attorney-client communications or other protected information. If you believe you are not an intended recipient (even if this message was sent to your e-mail address), you may not use, copy, or retransmit it. If you believe you received this message by mistake, please notify us by return e-mail, and then delete this message. Thank you for your cooperation.

Meg McKenzie Feist  
t 617-248-4771  
f 617-502-4771  
mfeist@choate.com

December 10, 2013

**VIA OVERNIGHT MAIL**

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

Re: In re: AgFeed USA, LLC, et al., (Case No. 13-11761 (BLS) (jointly administered)  
(Bankr. D. Del. 2013)) – Proofs of Claims of Employers Insurance Company of Wausau

Dear Sir or Madam:

Enclosed please find one (1) complete original of the Proof of Claim of Employers Insurance Company of Wausau for each of the following debtors in the above-referenced jointly-administered case:

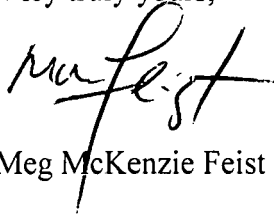
<u>Debtor</u>	<u>Case No.</u>
1. AgFeed USA, LLC	13-11761
2. AgFeed Industries, Inc.	13-11762
3. Pork Technologies, L.C.	13-11765
4. New Colony Farms, LLC	13-11766
5. Heritage Farms, LLC	13-11767
6. Genetics Operating, LLC	13-11769
7. New Colony Land Company, LLC	13-11773
8. Genetics Land, LLC	13-11776

Items one (1) through eighteen (8) above are referred to collectively in this letter as “the Proofs of Claims.”

Additionally, for purposes of our receipt of an acknowledgement of filing the Proofs of Claims with you, I have included one (1) copy of each of the Proofs of Claims, without attachments. Kindly date-stamp these acknowledgment copies of the Proofs of Claims and return them to me in the enclosed self-addressed, postage-paid envelope.

December 10, 2013  
Page 2

Very truly yours,

A handwritten signature in black ink, appearing to read "m. feist". The signature is written in a cursive, somewhat stylized font.

Meg McKenzie Feist

Enclosures

cc: Douglas R. Gooding, Esq. (*without enclosures*)

UPS Campusship: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.

2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

3. GETTING YOUR SHIPMENT TO UPS

UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.

Schedule a same day or future day Pickup to have a UPS driver pickup all your Campusship packages.

Hand the package to any UPS driver in your area.

Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of Campusship and select UPS Locations.

Customers with a Daily Pickup

Your driver will pickup your shipment(s) as usual.

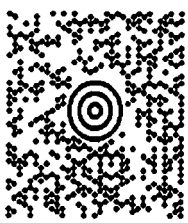
FOLD HERE

MEG MCKENZIE PRIST  
 617-248-5000 4884  
 CHOWATE HALL & STEWART LLP  
 TWO INTERNATIONAL PLACE  
 BOSTON MA 02110


0.0 LBS LTR 1 OF 1

SHIP TO:

AGFEED USA, LLC CLAIMS PROCESSING  
 BMC GROUP, INC.  
 18675 LAKE DRIVE EAST  
 CHANHASSEN MN 55317-9383

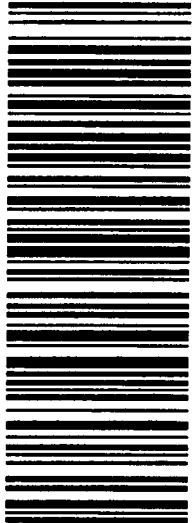


MN 559 9-03



UPS NEXT DAY AIR 1

TRACKING #: 1Z 87E W71 01 9591 3626



BILLING: P/P

Reference #: 1: 0440040-0374

CS 15.6.12. VNTBEO 45.0A 10/2013



RECEIVED

DEC 11 2013

BMC GROUP