

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor: AgFeed Industries, Inc.	Case Number: 13-11762	<p style="text-align: center;">COURT USE ONLY</p> <input checked="" type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: <u>302</u> <i>(If known)</i> Filed on: <u>Nov. 12, 2013</u> <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.
NOTE: 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.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): John A. Stadler		
Name and address where notices should be sent: c/o Morrison & Foerster LLP 425 Market Street San Francisco, CA 94105 Attn: Adam A. Lewis, Esq.		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED OCT 21 2014 </div> <div style="border: 1px solid black; padding: 5px; display: inline-block;"> BMC GROUP </div>
Telephone number: (415) 268-7000	email: alewis@mofo.com	
Name and address where payment should be sent (if different from above): NA		
Telephone number:	email:	

1. Amount of Claim as of Date Case Filed: \$ 400,000.00

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.

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: Right to indemnity
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:
NA

3a. Debtor may have scheduled account as:
NA
(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.

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

Value of Property: \$ _____

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

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

\$ _____

Basis for perfection: _____

Amount of Secured Claim: \$ _____

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.

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 a

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)



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: Copies of the relevant agreements, which are voluminous, and/or statutes are available from the debtor or publicly

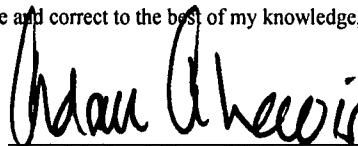
8. Signature: (See instruction #8)

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. (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 the best of my knowledge, information, and reasonable belief.

Print Name: Adam A. Lewis
 Title: Senior Counsel
 Company: Morrison & Foerster LLP
 Address and telephone number (if different from notice address above):


 (Signature)

October 20, 2014
 (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 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.

RIDER TO JOHN A. STADLER AMENDED PROOF OF CLAIM
AGFEED INDUSTRIES, INC.

John A. Stadler ("Claimant") formerly served as a member and then Chairman of the Board and as interim Chief Executive Officer ("CEO") of AgFeed Industries, Inc. ("the Debtor"). Claimant is entitled to indemnification and advancement of costs from the Debtor for any litigation expenses incurred in defending actions brought against him arising from his positions with the Debtor. The Debtor's obligation to indemnify Claimant 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 (the "SEC") served a Wells Notice on Claimant premised upon actions taken while he served as a member of the Board and Interim CEO of the Debtor (the "Wells Notice"). Claimant engaged defense counsel to respond to the Wells Notice and incurred attorneys' fees and costs in connection with his defense of the Wells Notice. As of the date of this Amendment, Mr. Stadler had incurred approximately \$300,000 in billed and unbilled fees and costs with respect to the Wells Notice and another \$100,000 with respect to the debtor's bankruptcy and attempts to subordinate his claim.

Claimant 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 Claimant and his service as a member of the board and CEO of the Debtor. At present, Claimant is incurring indemnifiable fees and costs in defending the Claim in the Debtor's case. In addition, Claimant anticipates being sued by the Equity Committee in the case, although Claimant denies any wrongdoing or liability.

In addition, Claimant 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 Claimant 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.

Claimant's claim is presently only partially liquidated in amount as Claimant continues to incur costs in connection with his defense of the Wells Notice and may incur additional costs and fees following the Wells Notice process. Accordingly, Claimant expressly reserves his right to amend his claim at any time. Claimant reserves the right to assert that his claim is an administrative expense claim of the estate pursuant to 11 U.S.C. § 503.

Claimant 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 amendment to his Proof of Claim, Claimant 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 amendment to his Proof of Claim, Claimant 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 Claimant 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.

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October 20, 2014

Writer's Direct Contact

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ALewis@mofocom

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

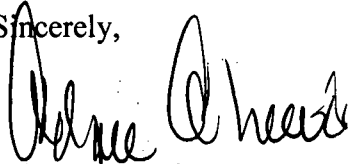
Re: In re AgFeed USA, LLC, et al.
United States Bankruptcy Court
District of Delaware
Case No. 13-11762

Dear Sir or Madam:

Please file the enclosed original and one copy of John A. Stadler's Amended Proof of Claim, and return a conformed copy in the self-addressed prepaid overnight envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Adam A. Lewis

Enclosures

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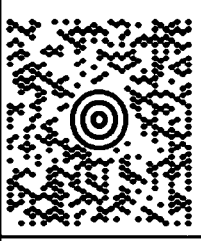
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