

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

H. DAVID SHERMAN REQUEST FOR ALLOWANCE OF ADMINISTRATIVE CLAIM

I, H. David Sherman, submit this request (the "Administrative Claim Request") for payment of an administrative claim in accordance with Section 1.123 of the *Debtors' Revised Second Amended Chapter 11 Plan of Liquidation Supported by the Official Committee of Equity Security Holders* (as confirmed) [D.I. 1535] (the "Plan"). In support the Administrative Claim Requests, I state as follows:

1. I was an independent director AgFeed Industries, Inc. By this Administrative Claim Request, I make a claim to all amounts due and owing to me or that become due and owing to me arising from my service as an independent director of one of the Debtors.

2. By virtue of the my role as an independent director of one of the Debtors, the Debtors were, and are indebted and/or liable to me for the indemnification and advancement obligations provided in, without limitation, the *Amended and Restated Articles of Incorporation of Wallace Mountain Resources Corp.* and the *Amended and Restated Bylaws of AgFeed Industries, Inc.* (the "Governing Documents") and pursuant to applicable law. Copies of all applicable Governing Documents are voluminous, and therefore have not been attached hereto,

¹ The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC(5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetic Land, LLC (1921).

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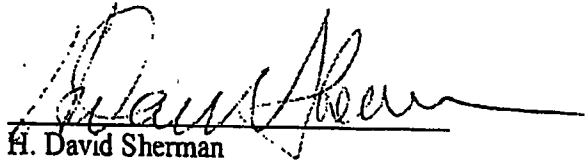
but are available upon request. Pursuant to the Governing Documents, I shall be indemnified by the Debtors, for among other things, if I am or was a party to or am involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter, a "Proceeding"), by reason of the fact that I or a person for whom I am or was the legal representative, is or was an officer or director of the Debtors or is or was serving at the request of the Debtors as an officer or director of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans whether the basis of such proceeding is alleged action in an official capacity as an officer or director. I shall also be eligible for advancement of my expenses related to any such Proceeding (if any).

4. I hereby assert a contingent and unliquidated claim for all amounts which may, may have or may hereafter become due and payable by the Debtors under or in connection with (a) such indemnification and advancement obligations under the Governing Documents, (b) any agreement by and between the Debtors and me, and (c) any and all obligations due from the Debtors to me under applicable law.

5. Although I am not aware of any claims asserted against me in connection with my service as an independent director, I submit this Administrative Claim Request as a protective claim to the extent that the a claim is subsequently made against me either directly or indirectly.² I reserve the right to replace, amend and/or supplement this Administrative Claim Request at any time and in any respect, including, without limitation, for the purpose of (a) setting forth or changing the bases described herein, (b) providing further description or evidence of such claims, and/or (c) including additional claims at law or in equity.

² It should be noted that pursuant to Sections 11.1(a) and 11.1(b) of the Plan, I received a release and exculpation from any claims that the Debtors may have against me.

Respectfully Submitted,



H. David Sherman

Dated: 11/18, 2014

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